

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2024**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 0-16244**

**VEECO INSTRUMENTS INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**11-2989601**  
(I.R.S. Employer Identification No.)

**Terminal Drive**  
**Plainview, New York**  
(Address of Principal Executive Offices)

**11803**  
(Zip Code)

Registrant's telephone number, including area code:  
**( 516 ) 677-0200**

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, par value \$0.01 per share</b>	<b>VECO</b>	<b>The NASDAQ Global Select Market</b>

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

The aggregate market value of the common stock held by non-affiliates of the registrant at June 28, 2024 (the last business day of the registrant's most recently completed second quarter) was \$ 2,588,029,739 based on the closing price of \$46.71 on the NASDAQ Global Select Market on that date.

As of February 7, 2025, there were 57,935,847 shares of the registrant's common stock, par value \$0.01 per share, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain portions of the definitive Proxy Statement to be used in connection with the Registrant's 2025 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

---

---

---

[Table of Contents](#)

VEECO INSTRUMENTS INC.

INDEX

<u>PART I</u>	4
<a href="#">Item 1. Business</a>	4
<a href="#">Item 1A. Risk Factors</a>	12
<a href="#">Item 1B. Unresolved Staff Comments</a>	27
<a href="#">Item 1C. Cybersecurity</a>	27
<a href="#">Item 2. Properties</a>	28
<a href="#">Item 3. Legal Proceedings</a>	29
<a href="#">Item 4. Mine Safety Disclosures</a>	29
<u>PART II</u>	30
<a href="#">Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	30
<a href="#">Stock Performance Graph</a>	31
<a href="#">Item 6. [Reserved]</a>	31
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	32
<a href="#">Item 7A. Quantitative and Qualitative Disclosures about Market Risk</a>	41
<a href="#">Item 8. Financial Statements and Supplementary Data</a>	42
<a href="#">Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	42
<a href="#">Item 9A. Controls and Procedures</a>	42
<a href="#">Item 9B. Other Information</a>	45
<u>PART III</u>	45
<a href="#">Item 10. Directors, Executive Officers and Corporate Governance</a>	45
<a href="#">Item 11. Executive Compensation</a>	45
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	45
<a href="#">Item 13. Certain Relationships and Related Transactions, and Director Independence</a>	45
<a href="#">Item 14. Principal Accounting Fees and Services</a>	45
<u>PART IV</u>	46
<a href="#">Item 15. Exhibits, Financial Statement Schedules</a>	46
<u>SIGNATURES</u>	51

This Annual Report on Form 10-K ("Form 10-K") contains certain forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, as amended, relating to Veeco Instruments Inc. (together with its consolidated subsidiaries, "Veeco," the "Company," "Registrant," "we," "our," or "us," unless the context indicates otherwise) that are based on management's expectations, estimates, projections, and assumptions. When used in this Form 10-K, words such as "expects," "anticipates," "plans," "believes," "scheduled," "estimates," and variations of these words and similar expressions are intended to identify forward-looking statements. Discussions containing such forward-looking statements may be found in Part I, Items 1 and 3, Part II, Items 7 and 7A hereof, as well as within this Form 10-K generally. Forward-looking statements in this discussion include, but are not limited to, those regarding anticipated growth and trends in our businesses and markets, industry outlooks and demand drivers, our investment and growth strategies, our development of new products and technologies, our business outlook for the current and future periods, and other statements that are not historical facts. These statements and their underlying assumptions are subject to risks and uncertainties and are not guarantees of future performance. Factors that could cause actual results to differ materially from those expressed or implied by such statements include, without limitation:

- Unfavorable market conditions;
- Risks associated with operating a global business;
- Changes in U.S. trade policy and export controls and ongoing trade disputes between the U.S. and China;
- An inability to obtain required export licenses for the sale of our products;
- Significant third party competition;
- Risks associated with operating in industries characterized by rapid technological change;
- Our dependency on the demand for consumer electronic products and automobiles;
- Our concentrated customer base;
- The cyclical nature of the industries we serve;
- A failure to estimate customer demand accurately;
- Our reliance on a limited number of suppliers, some of whom are our sole source for particular components;
- A failure to successfully manage our outsourcing activities or a failure of our outsourcing partners to perform as anticipated;
- The timing of our orders, shipments, and revenue recognition;
- Our long and unpredictable sales cycles;
- Customer order cancellations or modifications;
- Risks associated with business combinations, acquisitions, strategic investments and divestitures;
- Risks associated with global regulatory requirements;
- Disruptions in our information technology systems or data security incidents;
- An inability to effectively enforce and protect our intellectual property rights;

- Claims of intellectual property infringement by others;
- Tightening credit markets;
- Foreign currency exchange risks;
- Asset impairment charges;
- Changes in accounting pronouncements or taxation rules, practices, or rates;
- Restrictions, covenants and repurchase provisions appearing in our current debt facilities;
- Possible impairment to our ability to utilize our research and development credits carryforwards caused by the issuance of common stock upon the conversion of the Notes, or by the capped call transactions or the hedging activities of the option counterparties;
- Our capped call transactions, which may affect the value of the 2027 Notes and our common stock;
- An inability to attract, retain, and motivate employees;
- Risks associated with non-compliance with environmental, health, and safety regulations;
- Environmental, social and governance goals, strategies and requirements which could be costly to implement and which expose us to risks associated with failures to comply;
- Measures adopted by Veeco which may have anti-takeover effects or which may make an acquisition of our Company by another company more difficult; and
- Other risks and uncertainties described in our SEC filings on Forms 10-K, 10-Q, and 8-K, including those included in Item 1A, "Risk Factors" of this Form 10-K, and from time-to-time in our other SEC reports.

All forward-looking statements speak only to management's expectations, estimates, projections and assumptions as of the date of this filing or, in the case of any document referenced herein or incorporated by reference, the date of that document. The Company does not undertake any obligation to update or publicly revise any forward-looking statements to reflect events, circumstances or changes in expectations after the date of this filing.

## **PART I**

### **Item 1. Business**

#### **Business Description and Overview**

Headquartered in Plainview, New York, we were organized as a Delaware corporation in 1989. We are a manufacturer of advanced semiconductor process equipment that solves an array of challenging materials engineering problems for our customers. Our comprehensive collection of ion beam, laser annealing, metal organic chemical vapor deposition ("MOCVD"), chemical vapor deposition ("CVD"), advanced packaging lithography, single wafer wet processing, molecular beam epitaxy ("MBE"), and atomic layer deposition ("ALD") technologies play an integral role in the fabrication of key devices that are enabling the 4th industrial revolution of all things connected. Such devices include leading advanced node application processors for AI chips, high-performance computing, mobile devices, high-speed data communications, and radio frequency ("RF") filters and power amplifiers for fifth generation ("5G") networks and mobile electronics, photonics devices for 3D sensing, advanced displays, and thin film magnetic heads for hard disk drives in data storage. In close partnership with our customers, we combine decades of applications and materials know-how with leading-edge systems engineering to deliver high-volume manufacturing solutions with competitive cost of ownership. Serving a global and highly interconnected customer base, we have comprehensive sales and service

operations across the Asia-Pacific, Europe, and North America regions to ensure real-time close collaboration and responsiveness.

## Markets

Our products are purchased by customers in the following four end-markets: 1) Semiconductor; 2) Compound Semiconductor; 3) Data Storage; and 4) Scientific & Other.

Our systems are used in the production of a broad range of microelectronic components, including logic, dynamic random-access memory ("DRAM"), photonics devices (including laser diodes and micro-LEDs), power electronics, RF filters and amplifiers, magnetic heads for hard disk drives, and other semiconductor devices. Many of our systems are used to deposit advanced materials critical to the operation of the device and some of our systems are used in cleaning and surface preparation as well as the precise removal of critical materials. We are also a leader in systems used in the advanced packaging process flow of microelectronic components such as flip chip, fan-out wafer level packaging ("FOWLP"), and other wafer level packaging approaches used in the modern integration of diverse semiconductor products, especially in consumer electronics. In general, our customers purchase our systems to both produce current-generation devices in volume and to develop next-generation products which deliver more efficient, cost-effective, and advanced technological solutions. We operate in several highly cyclical business environments, and our customers' buying patterns are dependent upon industry trends and buying patterns for consumer electronics. As our products are sold into multiple markets, the following table describes these markets and the applicable Veeco technologies.

Markets	Description	Applicable Veeco Technologies
Semiconductor	<p>The Semiconductor market refers to process steps in logic and memory applications where silicon wafers are processed. There are many different wafer level process steps in forming patterned wafers, such as deposition, etching, masking, and doping. As device architectures continue to shrink with advanced nodes, more precise process control is paramount to achieving high yields and competitive cost. One such process step is called Laser Annealing, which uses a very precise method to activate dopants, reduce contact resistance and modify material grain structure. The Veeco laser annealing technology enables our customers to have a lower thermal budget by annealing at higher temperatures over a shorter period of time.</p> <p>This market also includes mask blank production for extreme ultraviolet ("EUV") lithography, where Veeco's Ion Beam Deposition technology is used for deposition of the multi-layer EUV reflective coating. Veeco's Ion Beam technology is also under evaluation for deposition of low resistivity metals for 300mm front end applications.</p> <p>Veeco's Advanced Packaging technologies include a portfolio of wafer-level assembly technologies that enable improved performance of electronic products, such as smartphones, high-end servers, and graphical processors. Demand for higher performance, smaller form factors, and lower power consumption in applications such as artificial intelligence, high-performance computing, mobile devices, and consumer electronics is driving the adoption of advanced packaging technologies. Veeco serves</p>	<ul style="list-style-type: none"><li>• Laser Annealing</li><li>• Ion Beam Deposition ("IBD")</li><li>• Ion Beam Etch ("IBE")</li><li>• Wet Processing</li><li>• Advanced Packaging Lithography</li></ul>

	<p>the advanced packaging market with lithography as well as wet processing equipment.</p>	
<b>Compound Semiconductor</b>	<p>The Compound Semiconductor market includes Power Electronics, Photonics, RF Filters and Amplifiers, and Solar power applications.</p> <p>Power Electronics refers to semiconductor devices used in the control and conversion of electric power in growing applications such as wireless charging of consumer electronics and automotive applications. The power electronics market has historically been dominated by silicon devices. However, demand has been rapidly growing for applications in automotive driven by adoption of electric vehicles ("EV"), energy and industrial end-markets which require compound semiconductor devices such as those made from gallium nitride and silicon carbide to address higher voltages and higher power requirements.</p> <p>Photonics refers to light source technologies and laser-based solutions for 3D sensing, datacom and telecom applications. This includes micro-LED, laser diodes, edge emitting lasers and vertical cavity surface emitting lasers ("VCSELs").</p> <p>Micro-LEDs may be used for next generation advanced displays. A micro-LED display is a self-emissive display that offers improved resolution, contrast, and brightness versus conventional technologies. Micro-LEDs will be used in a number of applications from televisions, smartwatches, and augmented reality headsets.</p> <p>RF power amplifiers and filters (including surface acoustic wave ("SAW") and bulk acoustic wave ("BAW") filters) are used in 5G communications infrastructure, smartphones, tablets, and mobile devices. They make use of radio waves for wireless broadcasting and/or communications.</p> <p>Solar power or photovoltaic technology refers to power obtained by harnessing the energy of the sun through the use of compound semiconductor devices such as photovoltaics.</p>	<ul style="list-style-type: none"> <li>● Gallium Nitride ("GaN") MOCVD</li> <li>● Arsenides/ Phosphides ("As/P") MOCVD</li> <li>● Wet Processing</li> <li>● MBE</li> <li>● ALD</li> <li>● IBE</li> <li>● SiC Chemical Vapor Deposition ("CVD")</li> </ul>
<b>Data Storage</b>	<p>Data Storage refers to the Hard Disk Drives ("HDD") market which provides significant value for mass storage and is an important part of large capacity storage applications such as Data Centers. Our systems enable customers to manufacture the magnetic heads for hard disk drives.</p>	<ul style="list-style-type: none"> <li>● IBD</li> <li>● IBE</li> <li>● Physical Vapor Deposition</li> <li>● Mechanical (Lapping and Dicing)</li> <li>● Diamond Like Carbon Deposition</li> </ul>

		<ul style="list-style-type: none"><li>• Wet Processing</li></ul>
Scientific & Other	Scientific & Other refers to advanced materials and device research such as quantum computing, and a range of manufacturing applications including optical devices (lasers, mirrors, optical filters, and anti-reflective coatings).	<ul style="list-style-type: none"><li>• Ion Beam Sputtering for optical coatings</li><li>• MBE for specialized laser and sensor devices</li><li>• Wet Processing for sensors</li><li>• ALD for a variety of applications</li></ul>

## System Products

### *Laser Annealing Systems*

Our laser annealing systems meet the industry demand for ultra-short time-scale "millisecond" annealing, heating the wafer up to temperatures just below the silicon melting point, enabling thermal annealing solutions at the most advanced semiconductor process nodes. This unique annealing technology provides a solution to the difficult challenge of fabricating ultra-shallow junctions and highly activated source/drain contacts at advanced logic nodes. In addition, our proprietary hardware design enables outstanding temperature uniformity across the wafer and die, by minimizing the pattern-density effect, thus reducing absorption variations.

Our next generation nanosecond annealing technology targets annealing advanced logic devices and memory devices at advanced nodes. As devices scale, achieving performance targets has become a challenge. To continue the roadmap, the industry is looking at new materials and the use of thermal processes that require nanosecond time-scale thermal annealing with temperatures exceeding the melting point. We believe that our nanosecond annealing will be required to meet the device targets at future nodes and complements our millisecond annealing solutions.

### *Ion Beam Deposition and Etch Systems*

Our NEXUS® Ion Beam systems and IBD300 systems are used to deposit and etch thin film layers for multiple end applications in the Semiconductor, Data Storage, RF and other various emerging markets. Our NEXUS® IBD system has a leading position in multiple markets including EUV mask blank manufacturing in which it enables our customers to deposit multilayers with high precision and ultra-low defects which is essential for EUV lithography. Our IBD300 system is being evaluated for 300mm front end semiconductor applications where low resistivity metals like tungsten, ruthenium and molybdenum are critical. The IBD systems are also critical in the manufacture of hard disk drive magnetic heads where they are used to deposit various magnetic and oxide layers and deliver best-in-class film properties. Our NEXUS® IBE systems are used to precisely etch complex features on materials which are challenging to pattern by traditional reactive ion etching techniques. These systems are widely used in the data storage industry for patterning of magnetic and oxide materials and are essential for forming the precise shape of the magnetic head. The NEXUS® systems may be included on our cluster system platform to allow either parallel or sequential deposition/etch processes.

Our SPECTOR® Ion Beam Sputtering system was developed for high precision optical coatings and offers manufacturers state of the art optical thickness monitoring, improved productivity, and target material utilization, for cutting-edge optical interference coating applications. We also provide a broad array of ion beam sources.

### *Advanced Packaging Lithography*

Our lithography equipment is used in the Advanced Packaging market for applications such as FOWLP, Flip Chip (including Copper Pillar), Fan In Wafer Lever Packaging, 3D stacking, interposers and embedded die. The Advanced Packaging market is driven by the need for improved performance, reduced power consumption, and the ability to image smaller geometries for mobile and automotive applications. These applications continue to demand increasingly complex packaging techniques and heterogeneous device integration from integrated device manufacturers ("IDMs,"), Foundries, and outsourced semiconductor assembly and test ("OSAT") companies. Our Advanced Packaging tools are designed to optimize productivity for leading-edge 300mm Advanced Packaging applications by delivering proven reliability and low cost of ownership in high-volume manufacturing environments. Our products are known for best-in-class yield coupled with outstanding resolution and depth of focus.

### *Single Wafer Wet Processing*

We offer single wafer wet processing, and surface preparation systems which target growth opportunities in advanced packaging applications in the Semiconductor market as well as RF filters and amplifiers in the Compound Semiconductor market. The WaferStorm® platform is based on our unique ImmJET™ technology, which provides improved performance at a lower cost of ownership than conventional wet bench-only or spray-only approaches. This highly flexible platform targets solvent-based cleaning applications that require a significant level of process control and flexibility. The WaferEtch® platform provides highly uniform, selective etching with onboard end-point detection for improved process control and yield in bumping applications. In addition, we have developed a state-of-the-art solution with the WaferEtch® platform to address the requirements of wafer thinning.

### *Metal Organic Chemical Vapor Deposition Systems and Chemical Vapor Deposition Systems*

MOCVD production systems are used to make GaN and As/P-based devices for applications including power electronics, RF devices, specialty LED, display, and many other photonics applications. Our proven TurboDisc® technology is at the heart of our MOCVD systems and is the key to enabling best-in-class deposition uniformity, yield performance and cost per wafer savings for our customers with a combined advantage of high operating uptime and low maintenance costs. Our Lumina® platform is used for As/P deposition, and features long campaigns and low defectivity for exceptional yield and flexibility. Our Propel® series enables the development of highly-efficient GaN-based power electronics, RF devices and advanced GaN-on-silicon micro-LEDs. The Propel® system offers 200mm and fully-automated 300mm technology and incorporates single-wafer reactor technology for outstanding film uniformity, yield, and device performance. Our SiC CVD system has a single wafer reactor concept based on a time-tested industry validated architecture and is used for research and development for SiC power electronics applications.

### *Molecular Beam Epitaxy Systems*

MBE is the process of precisely depositing atomically-thin epitaxial crystalline layers, or epilayers, of elemental materials onto a substrate in an ultra-high vacuum environment. We are a leading supplier of MBE systems worldwide.

Our MBE systems, sources, and components are used to develop and manufacture compound semiconductor devices in a wide variety of applications such as quantum computing, high-power fiber lasers, infrared detectors, mobile phones, radar systems, high efficiency solar cells, and advanced materials science research in academic, governmental, and industrial organizations. The GENxplor® MBE system creates high quality epitaxial layers and is ideal for cutting-edge research on a wide variety of materials including III-V GaAs, nitride, and oxide materials on substrates up to 3" diameter.

### *Atomic Layer Deposition Systems*

ALD is a thin-film deposition method in which a film is deposited on a substrate uniformly with precise control down to the atomic scale. Veeco offers a full suite of ALD systems for non-semiconductor front-end production applications across a wide range of markets and applications such as Quantum Computing, optical, electronics, micro-electro mechanical systems ("MEMS"), nanostructures, and biomedical.

### *Other Systems*

We have other deposition systems including Physical Vapor Deposition, Diamond-Like Carbon Deposition, and Chemical Vapor Deposition Systems primarily sold to the data storage market. In addition, we have mechanical systems such as saws and lappers for the data storage industry as well as the power semiconductor market. Finally, we have Gas-mixing systems primarily sold to the semiconductor market. We also continue to focus on penetrating adjacent markets with organically developed and acquired technology.

### **Sales and Service**

We sell our products and services worldwide through various strategically located facilities in the United States, Europe, and the Asia-Pacific region. We believe that our customer service organization is a significant factor in our success. We provide service and support through warranty and service contracts, as well as on an individual service-call basis. We believe that offering timely support creates stronger relationships with our customers. Revenue from the sales of parts, upgrades, service, and support represented approximately 20%, 22%, and 24% of our net sales for the years ended December 31, 2024, 2023, and 2022, respectively. Parts and upgrade sales represented approximately 15%, 17%, and 18% of our net sales for those years, respectively, and service and support sales were 5%, 5%, and 6% respectively.

### **Customers**

We sell our products to many of the world's semiconductor IDMs and Foundries, OSAT, HDD, and photonics manufacturers, as well as research centers and universities. We rely on certain principal customers for a significant portion of our sales. If these principal customers discontinue their relationships with us or suffer economic difficulties, our business prospects, financial condition, and operating results could be materially and adversely affected.

### **Research and Development**

Our research and development functions are focused on the timely creation of new products and enhancements to existing products, both of which are necessary to maintain our competitive position. We collaborate with our customers to align our technology and product roadmaps to customer requirements. Our research and development activities take place at our facilities in San Jose, California; Plainview, New York; Horsham, Pennsylvania; Somerset, New Jersey; St. Paul, Minnesota; Waltham, Massachusetts; and Solvegatan, Sweden.

### **Suppliers**

We outsource certain functions to third parties, including the manufacture of several of our systems. While we rely on our outsourcing partners to perform their contracted functions, we maintain some level of internal manufacturing capability for these systems. Refer to Item 1A, "Risk Factors," for a description of risks associated with our reliance on suppliers and outsourcing partners.

### **Backlog**

Our backlog consists of orders for which we received a firm purchase order, a customer-confirmed shipment date generally within twelve months, and a deposit, when required. Our backlog was \$409.6 million and \$490.7 million at December 31, 2024 and 2023, respectively.

### **Competition**

In each of the markets that we serve, we face competition from established competitors, some of which have greater financial, engineering, and marketing resources than we do, as well as from smaller competitors. In addition, many of our products face competition from alternative technologies, some of which are more established than those used in our products. Significant factors for customer selection of our tools include system performance, accuracy, repeatability,

ease of use, reliability, cost of ownership, and technical service and support. None of our competitors compete with us across all of our product lines.

Our principal competitors include: Aixtron; Applied Materials; Canon; Grand Plastics Technology; Mattson Technology; Screen Semiconductor Solutions; Shanghai Micro Electronics Equipment; and Suss MicroTec.

### **Intellectual Property**

Our success depends, in part, on our proprietary technology, and we have approximately 350 patents in the United States and other countries.

We have patents and exclusive and non-exclusive licenses to patents owned by others covering certain of our products, which we believe provide us with a competitive advantage. We have a policy of seeking patents on inventions concerning new products and improvements as part of our ongoing research, development, and manufacturing activities. We believe that there is no single patent or exclusive or non-exclusive license to patents owned by others that is critical to our operations, as the success of our business depends primarily on the technical expertise, innovation, customer satisfaction, and experience of our employees. Refer to Item 1A, "Risk Factors," for a description of risks associated with intellectual property.

### **People**

Veeco's global workforce spans thirteen countries around the world. At the end of 2024, we had 1,231 employees with 290 located in the Asia-Pacific region, 60 in the EMEA region, and 881 in the United States. Approximately 25% of our employees are involved in research and development; 56% in operations, manufacturing, service, and quality assurance; and 19% in sales, order administration, marketing, finance, information technology, general management, and other administrative functions. Our success depends on our ability to attract, retain, and motivate employees. We compete for talent with other companies and organizations. We consider our relations with the Veeco United Team to be favorable. We are subject to various federal, state, and local regulations, and regularly monitor all key employment activities, such as hiring, termination, pay and working practices, to ensure compliance with such regulations. In addition, we may supplement the Veeco United Team with contractors and other temporary workers.

#### *Our Core Values*

All Veeco employees are expected to honor our Core Values, which define the way we conduct our business in everyday actions and choices and form the foundation of our culture:

- We will always put our CUSTOMERS first
- We will never compromise on SAFETY
- We will always demonstrate RESPECT
- We will never stop IMPROVING
- We will always be ACCOUNTABLE
- We will never forget that DIVERSITY and INCLUSION make us stronger

### *Employment, Recruitment and Development*

Our recruitment programs are regionally focused. Hiring is done at a local level to ensure compliance with applicable regulations. We advertise job openings and source candidates broadly to attract a diverse candidate pool. As a leader in our industry, we can attract a strong candidate pool and have successfully filled vacancies. In fiscal 2024, we hired 134 employees, 102 within the United States, 28 in the Asia-Pacific region, and 4 in the EMEA region.

We track and report key talent metrics, including workforce demographics, talent pipeline and diversity. We invest in professional development programs to provide opportunities for individuals to advance their careers in either technical/individual contributor or leadership tracks. We expect all Veeco employees to complete a minimum of 20 hours of training per year to support their personal growth. We offer training and development programs both virtually and in person to benefit employees worldwide. We emphasize the development of future leaders and utilize a talent review process to assess high-potential and high-performing employees for future leadership roles as part of our succession management process. We monitor turnover statistics carefully since turnover is an essential indicator of employee satisfaction. Our 12-month rolling average for voluntary turnover on December 31, 2024 was approximately 7.4%. Our employee average tenure is more than eight years.

### *Employee Engagement*

The engagement and satisfaction of the Veeco United Team are critical to our culture and our success. We remain committed to working with employees to strengthen the Company's culture. We regularly conduct formal employee surveys to assess global employee engagement, leadership, work environment and culture. The results of our surveys are used to identify various initiatives designed to strengthen our Company. Our executives conduct regular meetings with our global workforce, providing employees with opportunities to engage with senior leaders and ask questions in open Q&A sessions. Finally, we maintain and regularly remind our employees about our confidential third-party hotline service that can be utilized to share their concerns.

### *Compensation Philosophy*

Our compensation philosophy is targeted to support our employees' financial, physical, and mental health and well-being. We utilize independent surveys to ensure that our total compensation packages are competitive. We help employees share in the Company's success through various programs, including profit sharing and bonus plans, equity awards, and an Employee Stock Purchase Plan ("ESPP"). In addition to providing our employees with competitive compensation packages, we offer benefits designed to meet the needs of employees and their families, including paid time off, medical, dental and vision coverage, disability income protection, life insurance, retirement savings contributions, and more. Veeco pays the majority or all of the costs for many of these benefits.

### *Culture of Inclusion*

We are committed to building and sustaining a culture of inclusion where our people can be their authentic selves and are encouraged to reach their full potential. Our Veeco team, like the technologies we enable, is a rich combination of diverse individuals coming together as Veeco United to make a material difference for our people, our customers, and the world. As a global technology company, we recognize that a diverse employee population makes Veeco stronger, more innovative, and a more engaging place to work. We are always striving to attract talented individuals from a global candidate pool.

### **Available Information**

Our corporate website address is [www.veeco.com](http://www.veeco.com). All filings we make with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, our proxy statements and any amendments thereto filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available for free in the Investor Relations section of our website as soon as reasonably practicable after they are filed with or furnished to the SEC. The reference to our website address

does not constitute inclusion or incorporation by reference of the information contained on our website in this Form 10-K or other filings with the SEC, and the information contained on our website is not part of this document.

#### **Item 1A. Risk Factors**

##### **Key Risk Factors That May Impact Future Results**

Stockholders should carefully consider the risk factors described below when evaluating the Company. Any of these factors, many of which are beyond our control, could materially and adversely affect our business, financial condition, operating results, cash flow, and stock price.

##### **Risks Related to Our Business and Industry**

###### ***Unfavorable market conditions have adversely affected, and may continue to adversely affect, our operating results.***

Conditions of the markets in which we operate are volatile and may experience significant deterioration. Changing market conditions require that we continuously monitor and reassess our strategic resource allocation decisions. If we fail to properly adapt to changing business environments, we may lack the infrastructure and resources necessary to scale up our businesses to successfully compete during periods of growth, or we may incur excess fixed costs during periods of decreasing demand. Adverse market conditions relative to our products may result in:

- reduced demand for our products, or the rescheduling or cancellation of orders for our products which may result in negative backlog adjustments;
- asset impairments, including the impairment of goodwill and other intangible assets;
- unfavorable changes in customer mix and product mix;
- increased price competition for our products, or increased competition from sellers of used equipment or lower-priced alternatives to our products, which could lead to lower profit margins for our products;
- increased inventory obsolescence;
- disruptions in our supply chain;
- higher operating costs, caused by matters such as rising inflation and interest rates in various regions, which the Company has experienced in the past and may experience in the future; and
- an increase in uncollectible amounts due from our customers resulting in increased reserves for doubtful accounts and write-offs of accounts receivable.

If the markets in which we participate experience deteriorations or downturns, this could negatively impact our sales and revenue generation, margins, operating expenses, and profitability.

###### ***We are exposed to risks of operating a global business.***

A majority of our sales are to customers, and significant elements of our supply chain are from suppliers, who are located outside of the United States, which we expect will continue. Our percentage revenue from the sale of products and the provision of services to non-U.S. customers was 77% for fiscal year 2024. Our non-U.S. sales and operations are subject to risks inherent in conducting business outside the United States, many of which are beyond our control including:

- political and social attitudes, laws, rules, regulations, and policies within countries that favor local companies over U.S. companies, including government-supported efforts to promote local competitors;
- global trade issues and uncertainties with respect to trade policies, including tariffs, trade sanctions, and international trade disputes, and the ability to obtain required import and export licenses;
- differing legal systems and standards of trade which may not honor our contractual or intellectual property rights and which may place us at a competitive disadvantage;
- pressures from foreign customers and foreign governments for us to increase our operations and sourcing in the foreign country, which may necessitate the sharing of sensitive information and intellectual property rights;

- conflicting and changing governmental laws and regulations, including varying labor laws and tax regulations;
- reliance on various information systems and information technology to conduct our business, making us vulnerable to cyberattacks by third parties or breaches due to employee error, misuse, or other causes, that could result in business disruptions, loss of or damage to our intellectual property and confidential information (and that of our customers and other business partners), reputational harm, transaction errors, processing inefficiencies, and other adverse consequences;
- regional or global economic downturns or recessions, varying foreign government support, unstable political environments, and other changes in foreign economic conditions;
- the impact of regional or global health epidemics;
- difficulties in managing a global enterprise, including staffing, managing distributors and representatives, and repatriating cash;
- longer sales cycles and difficulties in collecting accounts receivable; and
- different customs and ways of doing business.

To date, our operations have not been materially adversely affected by global conflicts including Russia's invasion of Ukraine or the conflict in the Middle East. However, further escalation of these or other conflicts could result in, among other negative consequences, a disruption to the global economy and supply chain leading to a shortage of parts, materials and services needed to manufacture and timely deliver our products (and we note that the Ukraine-Russia geographic region is a significance source of critical raw materials, including neon and palladium, used for semiconductor manufacturing). Any such shortages could negatively impact our suppliers' ability to meet our demand requirements and, in turn, our ability to satisfy our customer demand. Parts shortages have required, and may in the future require, that we plan ahead further than usual, and increase our purchase commitments to secure critical components in a timely manner. These challenges, together with other challenges associated with operating a global business, may adversely affect our ability to recognize revenue, our gross margins on the revenue we do recognize, and our other operating results.

***Changes in U.S. trade policy and export controls and ongoing trade disputes between the U.S. and China have adversely affected, and may continue to adversely affect, our business, results of operations, and financial condition.***

The U.S. government has implemented, and may continue to implement, changes in trade policy which have adversely affected and could continue to adversely affect the Company's ability to sell and service its products to and for customers located in China and in certain other countries.

Over the past several years, the U.S. Commerce Department, Bureau of Industry and Security ("BIS") has announced new rules aimed in part at restricting China's ability to obtain advanced computing chips and manufacture advanced semiconductors. Other changes in trade policy by BIS have included, without limitation, the elimination of license exception for Civil End Users ("CIV"), the implementation of new regulations governing the sale of equipment to defined "Military End Users" and for defined "Military End Uses", the addition of several companies to the U.S. Commerce Department's Unverified List and Entity List (including Swaysure Technology Co., Ltd. and Semiconductor Manufacturing International Corporation and certain related entities), and the expansion of the "foreign direct product rule" to restrict the sale of certain products if Huawei Technologies Co., Ltd. or its affiliates are parties to a transaction involving the products.

The effect of these changes, among others, is that U.S. companies are now required to obtain export licenses – now at times with a presumption of denial -- before providing commodities, software, and technology (which are subject to the regulations) to customers for whom licensing requirements did not previously apply. These changes have had, and will likely continue to have, a negative effect on our ability to sell and service certain equipment in China. The heightened export restrictions may also result in shipping delays, as the new regulations are interpreted and applied, and may inhibit technical discussions with existing or prospective customers, negatively impacting our ability to pursue sales opportunities. The administrative processing, attendant delays and risk of ultimately not obtaining required export approvals pose a particular disadvantage to the Company relative to certain of our non-U.S. competitors and increase our exposure to foreign and Chinese domestic competition. This difficulty and uncertainty has adversely affected our ability to compete for and win business from customers in China. Foreign customers affected by U.S. government sanctions or threats of sanctions may respond by developing their own solutions to replace our products or by utilizing our foreign

competitors' products. These heightening restrictions, together with the prospect of additional governmental action (which may include, for example, significant increases in tariffs on a broad array of goods), has adversely affected, and is likely to continue to adversely affect, demand for our products and the results of our operations.

The changes in U.S. trade policy and export controls, as well as sanctions imposed by the U.S. against certain Chinese companies, have triggered retaliatory action by China (including China's recent ban on exports to the United States of critical minerals gallium, germanium and antimony) and could trigger further retaliation (including the possible escalation of geopolitical tensions between China and Taiwan). In addition, China has provided, and is expected to continue to provide, significant assistance, financial and otherwise, to its domestic industries, including some of our competitors. We face increasing competition as a result of significant investment in the semiconductor industry by the Chinese government and various state-owned and affiliated entities that is intended to advance China's stated national policy objectives (including a heightened focus on the production of legacy node and mature chips in response to U.S. and foreign government regulation impeding the production of advanced node chips). In addition, the Chinese government may restrict us from participating in the China market or may prevent us from competing effectively with Chinese companies.

Further, trade-related government actions – including for example the addition, past and future, of China-based companies to the U.S. Commerce Department's Entity List – have prevented and will likely prevent us from fulfilling certain product delivery, installation, warranty, and/or service commitments to affected customers. This may require us to issue refunds for customer prepayments and may lead to disputes, claims for damages, litigation and possible liabilities for the Company. In addition, we hold inventory of products that may be affected by trade-related government actions, or by potential order cancellations. While we take steps to mitigate our exposure in this regard, if the sale of these products is cancelled or delayed and we are unable to return or dispose of this inventory on favorable economic terms, we may incur additional carrying costs for the inventory or otherwise record charges associated with this inventory.

***We may be unable to obtain required export licenses for the sale of our products.***

Whether with respect to sales to customers located in China or otherwise, products which (i) are manufactured in the United States, (ii) incorporate controlled U.S. origin parts, technology, or software, or (iii) are based on U.S. technology, are subject to the U.S. Export Administration Regulations ("EAR") when exported to and re-exported from international jurisdictions, in addition to the local jurisdiction's export regulations applicable to individual shipments. Currently, our laser annealing, MOCVD, MBE, SiC and certain other systems and products are controlled for export under the EAR. Licenses or proper license exceptions may be required for the shipment of our products to certain customers or countries. Obtaining an export license or determining whether an export license exception exists often requires considerable effort by us and cooperation from the customer, which can add time to the order fulfillment process. We may be unable to obtain required export licenses or qualify for export license exceptions and, as a result, we may be unable to export products to our customers and/or meet their servicing needs (potentially requiring us to refund customer prepayments for unperformed contractual obligations). Non-compliance with the EAR or other applicable export regulations could result in a wide range of penalties including the denial of export privileges, fines, criminal penalties, and the seizure of commodities. In the event that an export regulatory body determines that any of our shipments violate applicable regulations, we could be fined significant sums and our export capabilities could be restricted, which could have a material adverse impact on our business and reputation.

***We face significant competition.***

We face significant competition throughout the world, which may increase as certain markets in which we operate continue to evolve. Some of our competitors have greater financial, engineering, manufacturing, and marketing resources than us. Other competitors are located in regions with lower labor costs and other reduced costs of operation. In addition, our ability to compete in foreign countries against local manufacturers may be hampered by nationalism, social attitudes, laws, regulations, and policies within such countries that favor local companies over U.S. companies or that are otherwise designed to promote the development and growth of local competitors. Furthermore, we face competition from smaller emerging equipment companies whose strategy is to provide a portion of the products and services we offer, with a focused approach on innovative technology for specialized markets. New product introductions

or enhancements by us or our competitors could cause a decline in sales or loss of market acceptance of our existing or prior generation products. Increased competitive pressure could also lead to intensified price competition resulting in lower profit margins.

***We operate in industries characterized by rapid technological change.***

Each of the industries in which we operate is subject to rapid technological change. Our ability to remain competitive depends on our ability to enhance existing products and develop and manufacture new products in a timely and cost effective manner and to accurately predict technology transitions. Our performance may be adversely affected if we are unable to accurately predict evolving market trends and related customer needs and to effectively allocate our resources among new and existing products and technologies.

The semiconductor industry, characterized by a high frequency and complexity of technology transitions and inflections, poses unique risks and challenges, including increasingly exacting standards and requirements for performance from Tier 1 customers. Our ability to successfully compete in this market will depend on our ability to address and manage a number of industry-specific risks, including without limitation the following:

- the heightened cost of research and development, associated with matters such as shrinking geometries, complex device structures, multiple applications and process steps, and the use of new materials;
- customer demands for shorter cycle times between order placements and product shipments, which will necessitate accurate forecasting of customer investment;
- customer demands for continuous reductions in the total cost of manufacturing system ownership, together with challenging equipment service demands and the resulting need for us to properly allocate our service resources;
- the number of types and varieties of semiconductors and number of applications across multiple substrate sizes;
- the need to reduce product development time, despite increasingly difficult technical challenges;
- our customers' ability to reconfigure and re-use our equipment, resulting in reduced demand for new equipment or services from us; and
- the importance of establishing market positions in segments with growing demand.

If we fail to properly allocate appropriate resources, successfully develop and commercialize products to meet customer demand, and effectively anticipate industry trends, our business and results of operations may be adversely impacted.

In addition, the semiconductor industry has experienced, and may continue to experience, significant consolidation, among both semiconductor manufacturers and manufacturing equipment suppliers. Larger competitors resulting from consolidations may have certain advantages over us, including but not limited to more efficient cost structures, substantially greater financial and other resources, greater presence in key markets, and greater name recognition. Consolidation among our competitors and integration among our customers could erode our market share, negatively impact our ability to compete, and have a material adverse effect on our business.

We are also exposed to potential risks associated with unexpected product performance issues. Our product designs and manufacturing processes are complex and could contain unexpected product defects, especially when products are first introduced. Unexpected product performance issues could result in significant costs and damages, including increased service and warranty expenses, the need to provide product replacements or modifications, reimbursement for damages caused by our products, product recalls, related litigation, product write-offs, and disposal costs. Product defects could also result in personal injury or property damage, claims for which may exceed our existing insurance coverages (as may other claims, notwithstanding our efforts to maintain a program of insurance coverage for a variety of property, casualty and other risks). These and other costs could be substantial and our reputation could be harmed, resulting in a reduced demand for our products and a negative impact to our business.

In addition, our success is also subject to the risk of future disruptive technologies, including machine learning and artificial intelligence ("AI"). While such technologies offer significant opportunities, they also pose complex and novel risks, including operational risks (such as factual errors or inaccuracies in work product developed using AI), the unintended release of proprietary information, costs of compliance associated with evolving AI laws, regulations and standards, privacy concerns with respect to data dissemination, risks related to intellectual property rights (with respect

to both the inputs to the program and ownership rights to AI work product), and risks related to AI's impact on the workforce. AI technology is complex and rapidly evolving and its implementation can be costly. There is no guarantee that our use of AI will enhance our technologies, benefit our business operations, or produce products and services that are preferred by our customers. Our competitors may be more successful in their use of AI and may develop superior products and services. While it is not possible at this point to accurately identify or predict all of the risks related to the use of AI technologies, our failure to properly anticipate and timely respond to AI-related developments could adversely affect our business, financial condition, and results of operations.

***Certain of our sales are dependent on the demand for consumer electronic products and automobiles, which can experience significant volatility.***

The demand for semiconductors, HDDs and other devices is highly dependent on sales of consumer electronic products, such as smartphones, laptops, tablets and wearable devices. In addition, as a result of the growing automotive semiconductor market, semiconductor demand is also heavily influenced by the demand for automobiles. Factors that could affect the levels of spending on consumer electronic products and automobiles include consumer confidence, access to credit, volatility in fuel and other energy costs, conditions in the residential real estate and mortgage markets, labor and healthcare costs, and other macroeconomic factors affecting consumer spending behavior. The emergence of new or competing technologies may also affect demand for consumer electronic products. These and other factors have had and could continue to have an adverse effect on the demand for our customers' products and, in turn, on our customers' demand for our products and services. Furthermore, in the past, some of our customers have overestimated their potential for market share growth. If this growth is overestimated, we may experience cancellations of orders in backlog, rescheduling of customer deliveries, obsolete inventory, and liabilities to our suppliers for products no longer needed. Alternatively, changes that result in sudden increases in demand for consumer electronic products and automobiles may result in a shortage of parts and materials needed to manufacture our products, and attendant shipping delays (both to us and to our customers) and/or the cancellation of orders placed by our customers.

***We have a concentrated customer base, located primarily in a limited number of regions, which operates in highly concentrated industries.***

Our customer base continues to be highly concentrated. Orders from a relatively limited number of customers have accounted for, and likely will continue to account for, a substantial portion of our net sales, which may allow customers to demand pricing and other terms less favorable to us (including extended warranties, indemnification commitments, and the obligation to continue production of older products). Customer consolidation activity involving some of our largest customers could result in an even greater concentration of our sales in the future. Management changes at key customer accounts could result in a loss of future sales due to vendor preferences or other reasons and may introduce new challenges in managing customer relationships.

If these principal customers discontinue their relationship with us or suffer economic setbacks, our business, financial condition, and operating results could be materially and adversely affected. Our ability to increase sales in the future will depend in part upon our ability to obtain orders from new customers and we cannot be certain that we will be successful in these efforts. In addition, because a relatively small number of large manufacturers, many of whom are our customers, dominate the industries in which they operate, it may be especially difficult for us to replace these customers if we lose their business. A significant portion of orders in our backlog are orders from our principal customers.

In addition, a substantial investment is required by customers to install and integrate capital equipment into a production line. As a result, once a manufacturer has selected a particular vendor to supply capital equipment, the manufacturer will often attempt to consolidate its other capital equipment requirements with the same vendor. Accordingly, if a customer selects a competitor's product over ours, we could experience difficulty selling to that customer for a significant period of time. Furthermore, we typically do not have long-term contracts with our customers. As a result, our agreements with our customers do not provide assurance of future sales, and we are exposed to competitive price pressures on new orders we attempt to obtain.

Our customer base is also highly concentrated in terms of geography, and the majority of our sales are to customers located in a limited number of countries. Dependence upon sales emanating from a limited number of regions increases

our risk of exposure to local difficulties and challenges, such as those associated with regional economic downturns, political instability, trade wars and other trade disruptions, fluctuating currency exchange rates, natural disasters, social unrest, regional epidemics, terrorism, and acts of war. Our reliance upon customer demand arising primarily from a limited number of countries could materially and adversely impact our future results of operations.

***The cyclical nature of the industries we serve directly affects our business.***

Our business depends in large part upon the capital expenditures of manufacturers in our four end-markets: Semiconductor; Compound Semiconductor; Data Storage; and Scientific & Other. We are subject to the business cycles of these industries, the timing, length, and volatility of which are difficult to predict. These industries have historically been highly cyclical and have experienced significant economic downturns in the last decade. As a capital equipment provider, our revenue depends in large part on the spending patterns of our customers, who often delay expenditures or cancel or reschedule orders in reaction to variations in their businesses or general economic conditions. In downturns, we must be able to quickly and effectively align our costs with prevailing market conditions, as well as motivate and retain key employees. However, because a portion of our costs are fixed, our ability to reduce expenses quickly in response to revenue shortfalls may be limited. Downturns in one or more of these industries have had, and will likely have, a material adverse effect on our business, financial condition, and operating results. Alternatively, during periods of rapid growth, we must be able to acquire and develop sufficient manufacturing capacity to meet customer demand and attract, hire, assimilate, and retain a sufficient number of qualified people. Our net sales and operating results may be negatively affected if we fail to accurately predict and effectively respond.

***Our failure to estimate customer demand accurately could result in inventory obsolescence, liabilities to our suppliers for products no longer needed, and manufacturing interruptions or delays which could affect our ability to meet customer demand.***

The success of our business depends in part on our ability to accurately forecast and supply equipment and services that meet the rapidly changing technical and volume requirements of our customers. To meet these demands, we depend on the timely delivery of parts, components, and subassemblies from our suppliers. Uncertain worldwide economic conditions and market instabilities make it difficult for us (and our customers) to accurately forecast future product demand. If actual demand for our products is different than expected, we may purchase more or fewer parts than necessary or incur costs for canceling, postponing, or expediting delivery of parts. If we overestimate the demand for our products, excess inventory could result which could be subject to heavy price discounting, which could become obsolete, and which could subject us to liabilities to our suppliers for products no longer needed. Similarly, we may be harmed in the event that our competitors overestimate the demand for their products and engage in heavy price discounting practices as a result. In addition, the volatility of demand for capital equipment poses risks for companies in our supply chain, including challenges associated with inventory management and fluctuating working capital requirements.

Furthermore, certain key parts may be subject to long lead-times or may be obtainable only from a single supplier or limited group of suppliers, and some sourcing and assembly is provided by suppliers located in countries other than the United States. We may experience significant interruptions in our manufacturing operations, delays in our ability to timely deliver products or services, increased costs, or customer order cancellations as a result of:

- the failure or inability of our suppliers to timely deliver quality parts;
- volatility in the availability and cost of materials;
- difficulties or delays in obtaining required import or export approvals;
- information technology or infrastructure failures;
- natural disasters and other events beyond our control, such as earthquakes, tsunamis, fires, floods, storms, power outages and potential impacts of climate change; or
- other causes such as regional or global economic downturns or recessions, international trade disruptions, health epidemics, political instability, terrorism, or acts of war, which could result in delayed deliveries, manufacturing inefficiencies, increased costs, or order cancellations.

In addition, in the event of an unanticipated increase in demand for our products, our need to rapidly increase our business and manufacturing capacity may be limited by our working capital constraints and those of our suppliers, which

may cause or exacerbate interruptions in our manufacturing and supply chain operations. Any or all of these factors could materially and adversely affect our business, financial condition, and results of operations.

***We rely on a limited number of suppliers, some of whom are our sole source for particular components.***

Certain of the parts, components, and sub-assemblies included in our products are obtained from a single source or a limited group of suppliers. Our inability to develop alternative sources, as necessary, could result in a prolonged interruption in our ability to supply related products, a failure on our part to meet the demands of our customers, and a significant increase in the price of related products, which could adversely affect our business, financial condition, and results of operations.

***Our failure to successfully manage our outsourcing activities or failure of our outsourcing partners to perform as anticipated could adversely affect our results of operations.***

To better align our costs with market conditions, increase the percentage of variable costs relative to total costs, and increase productivity and operational efficiency, we have outsourced certain functions to third parties, including the manufacture of several of our systems. While we maintain some level of internal manufacturing capability for these systems, we rely on our outsourcing partners to perform their contracted functions to allow us flexibility to adapt to changing market conditions, including periods of significantly diminished order volumes. If our outsourcing partners do not perform as required, or if our outsourcing efforts do not allow us to realize the intended cost savings and flexibility, our results of operations (and those of our third-party providers) may be adversely affected. Disputes and possibly litigation involving third party providers could result and we could suffer damage to our reputation. Dependence on outsourcing may also adversely affect our ability to bring new products to market. Although we attempt to select reputable providers, one or more of these providers could fail to perform as we expect. If we do not effectively manage our outsourcing efforts or if third party providers do not perform as anticipated, we may not realize the benefits of productivity improvements and we may experience operational difficulties, increased costs, manufacturing and installation interruptions or delays, inefficiencies in the structure and operation of our supply chain, loss of intellectual property rights, quality issues, increased product time-to-market, and an inefficient allocation of our human resources, any or all of which could materially and adversely affect our business, financial condition, and results of operations.

***The timing of our orders, shipments, and revenue recognition may cause our quarterly operating results to fluctuate significantly.***

We derive a substantial portion of our net sales in any fiscal period from the sale of a relatively small number of high-priced systems. As a result, the timing for the recognition of revenue for a single transaction could have a material effect on our sales and operating results for a particular fiscal period. As is typical in our industry, orders and shipments often occur during the last few weeks of a quarter. As a result, a delay of only a week or two can impact which period revenue is reported and can cause volatility in our revenue for a given reporting period. Our quarterly results have fluctuated significantly in the past and we expect this trend to continue.

***Our sales cycle is long and unpredictable.***

Historically, we have experienced long and unpredictable sales cycles (the period between our initial contact with a potential customer and the time that we recognize revenue from resulting sales to that customer). It is not uncommon for our sales cycle to exceed twelve months. The timing of an order often depends on our customer's capital expenditure budget, over which we have no control. In addition, the time it takes us to procure and build a product to customer specifications typically ranges from three to twelve months. When coupled with the fluctuating amount of time required for shipment and installation, our sales cycles often vary widely, and these variations can cause fluctuations in our operating results. As a result of our lengthy sales cycles, we may incur significant research and development, selling, general, and administrative expenses before we generate revenue for these products. We may never generate the anticipated revenue if a customer cancels or otherwise changes its purchase plans, or if our evaluation systems do not satisfy customer requirements (which could result in working capital constraints, excess inventory or inventory obsolescence, and other harm to the Company). These risks are particularly prevalent in the semiconductor market, which is often characterized by long customer qualification times, typically twelve to eighteen months. Once qualified,

the ramp to volume production can take an additional extended period of time, often twelve to twenty-four months. During these periods, little to no revenue will be recognized by us, while we will continue to incur research and development costs. Despite our efforts, our products may never be qualified and may never achieve design-tool-of-record ("DTOR") or production-tool-of-record ("PTOR") status, and our financial condition and results of operations may be materially and adversely affected.

***Our backlog is subject to customer cancellation or modification which could result in decreased sales, increased inventory obsolescence, and liabilities to our suppliers for products no longer needed.***

Customer purchase orders may be cancelled or rescheduled by the customer, sometimes with limited or no penalties, which may result in increased or unrecoverable costs for the Company. We adjust our backlog for such cancellations and contract modifications, among other items. A downturn in one or more of our businesses could result in an increase in order cancellations and postponements.

We write-off excess and obsolete inventory based on historical trends, future usage forecasts, and other factors including the amount of backlog we have on hand. If our backlog is canceled or modified, our estimates of future product demand may prove to be inaccurate, in which case we may have understated the reserves required for excess and obsolete inventory. In the future, if we determine that our inventory is overvalued, we will be required to recognize the associated costs in our financial statements at the time of such determination. In addition, we place orders with our suppliers based on our customers' orders. If our customers cancel their orders with us, we may not be able to cancel our orders with our suppliers. Resulting charges could have a material adverse effect on our results of operations and financial condition.

***We are exposed to risks associated with business combinations, acquisitions, strategic investments and divestitures.***

We have completed several significant acquisitions and investments in the past (including our 2023 acquisition of Epiluvac AB, a producer of SiC-based products and technology), and we will consider new opportunities in the future. Acquisitions, investments and other business combinations involve numerous risks, many of which are unpredictable and beyond our control, including the following:

- the failure of the transaction to advance our business strategies and the failure of its anticipated benefits to materialize;
- difficulties and costs, including the diversion of management's attention, in integrating new personnel, operations, technologies, and products;
- the inability to complete the proposed transaction in a timely manner, if at all, due to our inability to obtain required government or other approvals without burdensome conditions, or due to other reasons, resulting in obligations to pay professional and other expenses, including any applicable termination fees;
- unknown, underestimated, and undisclosed commitments or liabilities;
- increased amortization expenses relating to intangible assets; and
- other adverse effects on our business, including the potential impairment and write-down of amounts capitalized as intangible assets and goodwill as part of the transaction, as a result of such matters as technological advancements or worse-than-expected performance by an acquired company.

If we issue equity securities to pay for an acquisition or investment, the ownership percentage of our then-current shareholders would be reduced and the value of the shares held by these shareholders could be diluted, which could adversely affect the price of our stock. If we use cash to pay for an acquisition or investment, the payment could significantly reduce the cash that would be available to fund our operations, pay our indebtedness, or be used for other purposes, which could have a negative effect on our business.

In addition, we continually assess the strategic fit of our businesses and may from time to time seek to divest portions of our Company that no longer fit our strategic plan. Divestitures involve significant risks and uncertainties, including the ability to sell such businesses at satisfactory prices, on acceptable terms, and in a timely manner. Divestitures may also disrupt other parts of our businesses, distract the attention of our management, result in a loss of key employees or customers, and require that we allocate internal resources that would otherwise be devoted to operating our existing businesses. Divestitures may expose us to unanticipated liabilities (including those arising from representations and warranties made to

a buyer regarding the businesses) and to ongoing obligations to support the businesses following such divestitures, any and all of which could adversely affect our financial condition and results of operations.

As a general principle, we seek to invest our capital in areas that we believe best align with our business strategy and will help optimize future returns. Our capital investments may not generate the expected returns or hoped-for results. We may not be able to obtain desired grants, investment tax credits, or other governmental incentives, such as funding through the U.S. CHIPS and Science Act of 2022. Significant judgment is required when assessing and selecting capital investments, and we could invest in projects that are ultimately less profitable than other projects which we do not select, ultimately harming our business, results of operations and financial condition.

***We are exposed to various risks associated with global regulatory requirements.***

As a public company with global operations, we are subject to the laws of the United States and multiple foreign jurisdictions, and the rules and regulations of various governing bodies, which may differ among jurisdictions. We are required to comply with legal and regulatory requirements pertaining to such matters as data privacy, anti-corruption, labor laws, immigration, accounting standards, financial disclosures, taxes, cybersecurity, customs, trade, corporate governance, conflict minerals, and antitrust regulations, among others. In addition, we are required to comply with laws and regulations pertaining to carbon emissions and other regulatory requirements addressing climate change concerns. These laws and regulations, which are ever-evolving and at times complex and inconsistent, impose costs on our business and divert management time and attention from revenue-generating activities. Changes to or ambiguities in these laws and regulations may create uncertainty regarding our compliance requirements. While we intend to comply with these regulatory requirements, if we are found by a court or regulatory agency to have failed in these efforts, our business, financial condition, and results of operations could be adversely affected.

**Risks Related to Intellectual Property and Cybersecurity**

***Disruptions in our information technology systems or data security incidents could result in significant financial, legal, regulatory, business, and reputational harm to us.***

We are increasingly dependent on information technology systems and infrastructure, including mobile technologies, to operate our business. In the ordinary course of our business, we collect, store, process and transmit significant amounts of sensitive information, including intellectual property, proprietary business information, personally-identifiable information of individuals, and other confidential information, including that of our customers and other business partners. It is critical that we do so in a secure manner to maintain the confidentiality, integrity, and availability of this sensitive information. We have also outsourced elements of our operations (including elements of our information technology infrastructure) to third parties, and as a result, we manage a number of third-party vendors who have access to our computer networks and our confidential information.

All information systems are subject to breach and disruption. Potential vulnerabilities can be exploited from inadvertent or intentional actions of our employees, third-party vendors, business partners, or by malicious third parties. Attacks of this nature are increasing in their frequency, levels of persistence, sophistication, and intensity, and are being conducted by sophisticated and organized groups and individuals with a wide range of expertise and motives (including industrial espionage), including organized criminal groups, nation states, and others. In addition to the extraction of sensitive information, attacks could include the deployment of harmful malware, ransomware, or other means which could affect service reliability and threaten the confidentiality, integrity, and availability of information. These risks have been exacerbated by an increase in employees working from home, global conflicts and geopolitical tensions (including increasing tension between the U.S. and China governments), and by the possible use of AI to directly attack information systems with greater speed and efficiency than human bad actors.

We have experienced, and our third-party providers have experienced, cybersecurity attacks, some of which have been, and may continue to be, successful. Significant disruptions in our information technology systems (or those of our key suppliers, contract manufacturers, distributors, sales agents and other partners) or other data security incidents could adversely affect our business operations and result in the loss or misappropriation of, and unauthorized access to, sensitive information. Future or ongoing disruptions or incidents, whether from attacks on our technology environment

or from computer viruses, natural disasters, terrorism, war or other causes, could result in a material disruption in our business operations, force us to incur significant costs and engage in litigation, harm our reputation, and subject us to liability under laws, regulations, and contractual obligations.

***We may be unable to effectively enforce and protect our intellectual property rights.***

Our success depends in part upon the protection of our intellectual property rights. We rely primarily on patent, copyright, trademark, and trade secret laws, as well as nondisclosure and confidentiality agreements and other methods, to protect our proprietary information, technologies, processes, and brand identity. We own various U.S. and international patents and have additional pending patent applications relating to certain of our products and technologies. The process of seeking patent protection is lengthy and expensive, and we cannot be certain that pending or future applications will result in issued patents or in patents which provide meaningful protection or commercial advantage. In addition, our intellectual property rights may be circumvented, invalidated, or rendered obsolete by the rapid pace of technological change, or through efforts by others to reverse engineer our products or design around patents that we own. Policing unauthorized use of our products and technologies is difficult and time consuming and the laws of other countries may not protect our proprietary rights as fully or as readily as U.S. laws. Given these limitations, our success will depend in part upon our ability to innovate ahead of our competitors.

In addition, our outsourcing efforts require that we share certain portions of our technology with our outsourcing partners, which poses additional risks of infringement and trade secret misappropriation. Infringement of our rights by a third party, possibly for purposes of developing and selling competing products, could result in uncompensated lost market and revenue opportunities. Similar exposure could result in the event that former employees seek to compete with us through their unauthorized use of our intellectual property and proprietary information. We cannot be certain that the protective steps and measures we have taken will prevent the misappropriation or unauthorized use of our proprietary information and technologies, nor can we be certain that applicable intellectual property laws, regulations, and policies will not be changed in a manner detrimental to the sale or use of our products.

Litigation has been required in the past, and may be required in the future, to enforce our intellectual property rights, protect our trade secrets, and to determine the validity and scope of proprietary rights of others. As a result of any such litigation, we could lose our ability to enforce one or more patents, incur substantial costs, and jeopardize relationships with current or prospective customers or suppliers. Any action we take to enforce or defend our intellectual property rights could absorb significant management time and attention, and could otherwise negatively impact our operating results.

***We may be subject to claims of intellectual property infringement by others.***

We receive communications from time to time from other parties asserting the existence of patent or other rights which they believe cover certain of our products. We also periodically receive notices from customers who believe that we are required to indemnify them for damages they may incur related to infringement claims made against these customers by third parties. Our customary practice is to evaluate such assertions and to consider the available alternatives, including whether to seek a license, if appropriate. However, we cannot ensure that licenses can be obtained or, if obtained, will be on acceptable terms or that costly litigation or other administrative proceedings will not occur. If we are not able to resolve a claim, negotiate a settlement of the matter, obtain necessary licenses on commercially reasonable terms, or successfully prosecute and defend our position, our business, financial condition, and results of operations could be materially and adversely affected.

**Financial, Accounting and Capital Market Risks**

***Our operating results may be adversely affected by tightening credit markets.***

As a global company with worldwide operations, we are subject to volatility and adverse consequences associated with economic downturns and recessions in different parts of the world. In the event of a downturn, many of our customers may delay or reduce their purchases of our products and services. If negative conditions in the credit markets, such as a recommencement of increases in interest rates, prevent our customers from obtaining credit or necessary financing,

product orders in these channels may decrease, which could result in lower revenue. In addition, we may experience cancellations of orders in backlog, rescheduling of customer deliveries, and attendant pricing pressures. If our suppliers face challenges in obtaining credit, in selling their products, or otherwise in operating their businesses, their ability to continue to supply materials to us may be negatively affected.

In addition, we finance some of our sales through trade credit. In addition to ongoing credit evaluations of our customers' financial condition, we seek to mitigate our credit risk by obtaining deposits and letters of credit on certain of our sales arrangements. We could suffer significant losses if a customer whose accounts receivable we have not secured fails or is otherwise unable to pay us, or if financial institutions providing letters of credit become insolvent. A loss in collections on our accounts receivable would have a negative impact on our financial condition and results of operations.

***We are subject to foreign currency exchange risks.***

We are exposed to foreign currency exchange rate risks that are inherent in our anticipated sales, purchase commitments, and assets and liabilities that are denominated in currencies other than the U.S. dollar. Although we attempt to mitigate our exposure to fluctuations in currency exchange rates, hedging activities may not always be available or adequate to mitigate the impact of our exchange rate exposure. Failure to sufficiently hedge or otherwise properly manage foreign currency risks could materially and adversely affect our financial condition, results of operations, and liquidity.

***We may be required to take impairment charges on assets.***

We are required to assess goodwill and indefinite-lived intangible assets annually for impairment, or on an interim basis whenever certain events occur or circumstances change, such as an adverse change in business climate or a decline in the overall industry, that would more likely than not reduce fair values below carrying amounts.

As part of our long-term strategy, we may pursue future acquisitions of, or investments in, other companies or assets which could increase our assets. We are required to test certain of our assets, including acquired intangible assets, property, plant, and equipment, and equity investments without readily observable market prices, for recoverability and impairment whenever there are indicators of impairment such as an adverse change in business climate. Adverse changes in business conditions or worse-than-expected performance by acquired companies could negatively impact our estimates of future operations and result in impairment charges to acquired assets. For example, during the fourth quarter of 2024, we recorded an asset impairment charge of \$28.1 million related to the intangible assets acquired as part of our acquisition of Epiluvac AB. If our assets are further impaired, our financial condition and results of operations could be materially and adversely affected.

***Changes in accounting pronouncements or taxation rules, practices, or rates may adversely affect our financial results.***

Changes in, or newly enacted, accounting pronouncements or taxation rules, practices or rates can materially affect our revenue recognition practices, effective tax rates, results of operations, and our financial condition. In addition, varying interpretations of accounting pronouncements or taxation practices, and the questioning of our current or past practices, may adversely affect our reported financial results.

Recommendations made pursuant to the Organization for Economic Cooperation and Development's ("OECD") Base Erosion and Profit Shifting ("BEPS") project have led to changes in tax laws in numerous countries and could increase our tax obligations in countries where we do business. As part of BEPS 2.0, the OECD has focused on ensuring multinational businesses with consolidated global revenues in excess of 750 million euros pay their tax in the 'right place' (Pillar 1) and at least at a 'minimum rate' (Pillar 2), including ensuring that multinational enterprises are paying tax at an effective rate of 15% or higher in every jurisdiction in which they operate, regardless of the local headline tax rate or the impact of local tax reliefs. We may be subject to the Pillar Two requirements in the future should our global revenues exceed the Pillar Two thresholds. While we do not currently expect Pillar Two to have a material impact on our effective tax rate, we are in the process of assessing and monitoring potential impacts and developments. These and other developments or changes in federal or international tax laws, rules, practices or rates (including future changes or modifications to existing practices) could have an adverse material impact on our ability to utilize our deferred tax

attributes, our effective tax rate and results of operations including cash flows and financial position.

In addition, as of each reporting date, we evaluate the realizability of our deferred tax assets which may result in the recognition and/or release of a valuation allowance. Any changes in the valuation allowance will have a direct impact on our effective tax rate. The realization of net deferred tax assets relies on our ability to generate future taxable income, and, as such, if the Company is unable to generate sufficient future taxable income, we may not obtain the full benefit of these deferred tax assets.

Finally, we are subject to income tax on a jurisdictional or legal entity basis and significant judgment is required in certain instances to allocate our taxable income to a jurisdiction and to determine the related income tax expense and benefits. Losses in one jurisdiction generally may not be used to offset profits in other jurisdictions. As a result, changes in the mix of our earnings (or losses) between jurisdictions, among other factors, could alter our overall effective income tax rate, possibly resulting in significant tax rate increases. Furthermore, we are regularly audited by various tax authorities, and these audits may result in increased tax provisions which could negatively affect our operating results in the periods in which such determinations are made or changes occur.

***Our current debt facilities may contain certain restrictions, covenants and repurchase provisions that may limit our ability to raise the funds necessary to meet our working capital needs, which may include the cash conversion of the Notes or repurchase of the Notes for cash upon a fundamental change.***

As of December 31, 2024, we had \$26.5 million in principal amounts outstanding in 2025 Notes, \$25.0 million in principal amounts outstanding in 2027 Notes, and \$230.0 million in principal amounts outstanding in 2029 Notes (together, the "Notes"). The 2025 Notes subsequently matured in January 2025 and were settled through the issuance of Company shares to the noteholders. In addition, as of December 31, 2024, we had an undrawn senior secured revolving credit facility (the "Credit Facility") in an aggregate principal amount of \$225.0 million, including a \$15.0 million letter of credit sublimit.

These debt facilities (collectively, the "Debt Facilities"), contain certain covenant and other restrictions that may limit our ability to, among other things, incur additional debt or create liens, sell certain assets, and merge or consolidate with third parties, which may, in turn, preclude us from responding to changes in business and economic conditions, engaging in transactions that might otherwise be beneficial to us. Our ability to comply with some of these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control such as prevailing economic conditions. In addition, our failure to comply with these covenants could result in a default under the Debt Facilities, which could accelerate the debt. If any of our debt is accelerated, we may not have sufficient funds available to repay such debt, which could materially and negatively affect our financial condition and results of operation.

In addition, our ability to repurchase or to pay cash upon conversion of the Notes, or maturity of the Credit Facility, may be limited by law, by regulatory authority or by agreements governing our indebtedness that exist at the time of repurchase, conversion, or maturity. Our failure to settle the debt as required would constitute a default under the applicable debt facility and may lead to a default under the other debt facilities. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness.

Finally, holders of the Notes will have the right to require us to repurchase all or any portion of their Notes upon the occurrence of a fundamental change before the maturity date. Additionally, in the event the conditional conversion features of the Notes are triggered (as is currently the case for the 2027 Notes through March 31, 2025), holders of Notes will be entitled to convert the Notes at any time during specified periods at their option. If one or more holders elect to convert the Notes, or if a fundamental change occurs before maturity, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Notes being converted, which could adversely impact our liquidity. Additionally, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the Notes surrendered therefor or pay cash with respect to the Notes being converted. In addition, even if holders do not elect to convert the Notes, we could be required under applicable accounting rules to reclassify all or a

portion of the outstanding principal of the Notes as a current rather than long-term liability, which could result in a material reduction of our net working capital.

***Issuance of our common stock, if any, upon conversion of the Notes, as well as the capped call transactions and the hedging activities of the option counterparties, may impair or reduce our ability to utilize or our research and development credits carryforwards in the future.***

Pursuant to U.S. federal and state tax rules, a corporation is generally permitted to deduct from taxable income in any year net operating losses ("NOLs") carried forward from prior years and to reduce from tax liabilities in any year foreign tax credits and R&D credits carried forward from prior years.

As of December 31, 2024, we had U.S. federal R&D credits carryforwards of approximately \$35.1 million expiring in varying amounts between 2035 and 2044. If we were to experience a "change in ownership" under Section 382 of the Internal Revenue Code ("Section 382"), the federal credits carry forward limitation under Section 383 of the Internal Revenue Code would impose an annual limit on the amount of tax liabilities that may be offset by R&D credits generated prior to the change in ownership. If an ownership change were to occur, we may be unable to use a significant portion of our R&D credit carryforwards to offset future tax liabilities.

The shares of common stock, if any, issued upon conversion of the Notes will, upon such issuance, be taken into account when determining the cumulative change in our ownership for Section 382 purposes. As a result, any conversion of the Notes that we elect to settle in shares may materially increase the risk that we could experience an ownership change for these purposes in the future.

***The capped call transactions may affect the value of the 2027 Notes and our common stock.***

With respect to the 2027 Notes, we have entered into capped call transactions with certain option counterparties. The capped call transactions were expected generally to reduce the potential dilution upon conversion of the 2027 Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted 2027 Notes, as the case may be, with such reduction and/or offset subject to a cap.

The option counterparties or their affiliates may enter into or modify hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the 2027 Notes (and are likely to do so during any observation period related to a conversion of the 2027 Notes). This activity could also cause fluctuations in the market price of our common stock and the 2027 Notes, which could affect the ability of the noteholders to convert the 2027 Notes and, to the extent the activity occurs during any observation period related to a conversion of the 2027 Notes, it could affect the number of shares and value of the consideration that noteholders will receive upon conversion of the 2027 Notes.

#### **General Risk Factors**

***The price of our common shares is volatile and could decrease.***

The stock market in general and the market for technology stocks in particular has experienced significant volatility. The trading price of our common shares has fluctuated significantly and could decline independent of the overall market, and shareholders could lose all or a substantial part of their investment. For example, in 2024 our stock price ranged from a closing high of \$48.47 to a closing low of \$25.99. The market price of our common shares could continue to fluctuate in response to several factors, including among others:

- difficult macroeconomic conditions, economic recessions, international trade disputes, unfavorable geopolitical events, and general stock market uncertainties, such as those occasioned by a global liquidity crisis and a failure of large financial institutions;
- actual or anticipated variations in our results of operations;
- issues associated with the performance of our products, or the performance of our internal systems such as our

customer relationship management ("CRM") system or our enterprise resource planning ("ERP") system;

- announcements of financial developments or technological innovations;
- our failure to meet the performance estimates of investment research analysts;
- changes in recommendations and financial estimates by investment research analysts, and decisions by investment research analysts to cease coverage of our Company;
- margin trading, short sales, hedging and derivative transactions involving our common stock;
- our failure to successfully implement cost reduction initiatives and restructuring activities, if and when required;
- our failure to maintain an effective system of disclosure controls and internal control over financial reporting, which may result in our inability to timely and accurately report our financial results or difficulties in satisfying internal control evaluations and attestation requirements of Section 404 of the Sarbanes Oxley Act of 2002; and
- the commencement of, and rulings on, litigation and legal proceedings.

Securities class action litigation is often brought against a company following periods of volatility in the market price of its securities. These lawsuits, if and when brought, can result in substantial costs and a diversion of management's attention and resources, which can adversely affect our financial condition, results of operations, and liquidity.

***Our inability to attract, retain, and motivate employees could have a material adverse effect on our business.***

Our success depends largely on our ability to attract, retain, and motivate employees, including those in executive, managerial, engineering and marketing positions, as well as highly skilled and qualified technical personnel. Competition for qualified design and technical personnel is intense, particularly in the semiconductor industry and especially when business cycles are improving. Competitors may try to recruit, and may succeed in recruiting, our most valuable technical employees. To attract and retain key employees, we must provide competitive compensation packages, including cash and stock-based compensation, among other benefits. If the value of our stock-based incentive awards decreases, or if our total compensation packages are not viewed as competitive, our ability to attract and retain key employees could suffer. We do not have key person life insurance on any of our executives, and we may not be able to readily replace key departed employees. Our inability to attract, retain, and motivate key personnel could have a significant negative effect on our business, financial condition, and results of operations.

***We are subject to risks of non-compliance with environmental, health, and safety regulations.***

We are subject to environmental, health, and safety regulations in connection with our business operations, including but not limited to regulations relating to the development, manufacture and use of our products, recycling and disposal of related materials, and the operation and use of our facilities and real property. Failure or inability to comply with existing or future environmental, health and safety regulations – including, for example, those relating to carbon emissions, climate change, and the use and sale of products containing hydrofluorocarbons and per- and polyfluoroalkyl substances -- could result in significant remediation liabilities, the imposition of fines, the suspension or termination of research, development, or use of certain of our products, and other harm to the Company, which could have a material adverse effect on our business, financial condition, and results of operations.

In addition, changes in environmental laws and regulations, including those relating to greenhouse gas emissions and other climate change matters, could require us (and/or our key suppliers, contract manufacturers and other partners) to install new equipment, alter operations to incorporate new technologies, or implement new processes, among other measures, which may cause us to incur significant costs and divert management attention.

We are committed to ensuring safe working conditions, treating our employees with dignity and respect, and sourcing, manufacturing, and distributing our products in a responsible and environmentally friendly manner, and any failure on our part to do so may cause reputational and other harm for the Company. Furthermore, some of our operations involve the storage, handling, and use of hazardous materials that may pose a risk of fire, explosion, or environmental release. Such events could result from acts of terrorism, natural disasters, or operational failures and may result in injury or loss of life to

our employees and others, environmental contamination, and property damage. These events may cause a temporary shutdown of an affected facility, or portion thereof, and we could be subject to penalties or claims as a result. Each of these events could have a material adverse effect on our business, financial condition, and results of operations.

***Our environmental, social and governance (“ESG”) goals and strategies could be costly to implement, and we are exposed to risks associated with failures to comply with evolving and varying sustainability-related requirements.***

From time to time the Company communicates its strategies, commitments and targets relating to ESG matters, including initiatives pertaining to climate change, human rights, diversity and inclusion, among others. These strategies, commitments and targets reflect our current plans and aspirations, and we may be unable to achieve them. Furthermore, the standards for measuring and reporting sustainability metrics may change over time and could result in significant revisions to our strategies, commitments and targets, or our ability to achieve them.

In addition, several of our key stakeholders -- including customers, investors, advisory firms and suppliers -- have established expectations pertaining to our sustainability practices. Third-party rating agencies have also established standards for a range of sustainability-related matters, which may be inconsistent and are subject to change. These expectations, standards and requirements may impact the manner in which we do business, our costs of doing business, our reputation, and the willingness of our stakeholders to engage with, invest in, or retain us.

We are also subject to various sustainability laws and regulations, such as the State of California's new climate change disclosure rules, the European Union's Corporate Sustainability Reporting Directive, and the U.S. Securities and Exchange Commission's rules on climate-related risks. Compliance with such laws and regulations, as well as increased scrutiny from regulators, could result in additional costs and expose us to new risks. Any failure to achieve or satisfy ESG-related regulations, requirements or targets could adversely impact the demand for our products, subject us to significant costs and liabilities, and result in reputational harm.

***We have adopted certain measures that may have anti-takeover effects, which may make an acquisition of the Company by another company more difficult.***

We have adopted, and may in the future adopt, certain measures that may have the effect of delaying, deferring, or preventing a takeover or other change in control of the Company, which a holder of our common stock may not consider to be in the holder's best interest. For example, our board of directors has the authority to issue up to 500,000 shares of preferred stock and to fix the rights (including voting rights), preferences and privileges of these shares ("blank check" preferred stock). Such preferred stock may have rights, including economic rights, senior to our common stock. As a result, the issuance of the preferred stock could have a material adverse effect on the price of our common stock and could make it more difficult for a third party to acquire a majority of our outstanding common stock.

In addition, our board of directors is divided into three classes with each class serving a staggered three-year term. The existence of a classified board makes it more difficult for our shareholders to change the composition of our board of directors, and therefore the Company's policies, in a relatively short period of time. Furthermore, we have adopted certain certificate of incorporation and bylaws provisions which have anti-takeover effects. These include: (a) requiring certain actions to be taken at a meeting of shareholders rather than by written consent, (b) requiring a super-majority of shareholders to approve certain amendments to our bylaws, (c) limiting the maximum number of directors, and (d) providing that directors may be removed only for cause. These measures and those described above may have the effect of delaying, deferring, or preventing a takeover or other change in control of the Company that a holder of our common stock may not consider to be in the holder's best interest. In addition, we are subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware, which prohibits a Delaware corporation from engaging in any business combination, including mergers and asset sales, with an interested stockholder (generally, a 15% or greater stockholder) for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. The operation of Section 203 may have anti-takeover effects, which could delay, defer, or prevent a takeover attempt that a holder of our common stock may not consider to be in the holder's best interest. Despite these measures, an activist shareholder could undertake action to implement governance, strategic, or other changes to the Company which a holder of our common stock may not consider to be in the holder's best interest. Such activities could interfere with our ability to execute our strategic plans, be costly and time consuming, disrupt

our operations, and divert the attention of management and our employees.

**Item 1B. Unresolved Staff Comments**

None.

**ITEM 1C. Cybersecurity**

Cybersecurity represents a critical component of the Company's overall approach to risk management. Our cybersecurity practices are integrated into the Company's enterprise risk management ("ERM") approach, and cybersecurity risks are among the core enterprise risks identified for oversight by our Board of Directors and the Board's Audit Committee through our annual ERM assessment. Our cybersecurity policies and practices follow the cybersecurity framework of the National Institute of Standards and Technology and other applicable industry standards. We generally approach cybersecurity threats through a cross-functional, multi-layered approach, with the specific goals of: (i) identifying, preventing and mitigating cybersecurity threats to the Company; (ii) maintaining the confidence of our customers, clients and business partners; (iii) preserving the confidentiality of internal and external information; and (iv) protecting the Company's intellectual property.

Consistent with the Company's overall ERM practices, our cybersecurity program focuses on the following areas:

- **Vigilance:** The Company maintains a global presence, with cybersecurity threat operations operating 24/7 around the world with a specific goal of detecting, containing and responding to cybersecurity threats and incidents.
- **Collaboration:** The Company has established collaboration mechanisms with public and private entities, including intelligence and enforcement agencies, industry groups and third-party service providers to identify and assess cybersecurity risks.
- **Systems Safeguards:** The Company deploys technical safeguards that are designed to protect the Company's information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality, access controls and ongoing vulnerability assessments.
- **Third-Party Management :** The Company maintains a comprehensive, risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, such as vendors, service providers and other users of the Company's systems.
- **Education:** The Company provides periodic training for personnel regarding cybersecurity threats, with such training scaled to reflect the roles, responsibilities, and access of the relevant Company personnel.
- **Incident Response Planning:** The Company has established and maintains incident response plans that address the Company's response to a cybersecurity incident, and such plans are tested on an ongoing basis.
- **Communication and Coordination:** The Company utilizes a cross-functional approach to address the risk from cybersecurity threats and has formed an Information Security Leadership Group which includes management personnel from information technology, operations, legal, internal audit and other key business functions. The Information Security Leadership Group typically meets on a monthly basis, and more frequently as necessary.
- **Governance:** Pursuant to the Company's ERM practices, oversight of cybersecurity risk management has been assigned to the full Board and to the Board's Audit Committee. Quarterly updates are provided by Company management, including the Company's Chief Information Security Officer, to the Audit Committee (three times per year) and the full Board (annually) , to help ensure an ongoing dialogue regarding the Company's cybersecurity initiatives, threats and incidents.

A key part of the Company's strategy for managing risks from cybersecurity threats is the ongoing assessment and testing of the Company's processes and practices through auditing, assessments, tabletop exercises and other exercises focused on evaluating effectiveness. The Company regularly engages third parties to perform assessments on our cybersecurity measures, including information security maturity assessments and independent reviews of our information security control environment and operating effectiveness and adjusts its cybersecurity processes and practices as necessary.

[Table of Contents](#)

The Audit Committee oversees the management of risks from cybersecurity threats, including the policies, processes and practices that the Company's management implements to address risks from cybersecurity threats. Management's quarterly presentations include reports on a wide range of topics including, for example, recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations arising with respect to the Company's peers and vendors. The Board also receives prompt and timely information regarding any cybersecurity incident that could pose a significant risk to the Company and receives ongoing updates regarding such incident until it has been addressed. At least once each year, and more frequently as required, the Board discusses the Company's approach to cybersecurity risk management with the Company's Chief Information Security Officer.

The Company's Chief Information Security Officer is the member of the Company's management that is principally responsible for overseeing the Company's cybersecurity risk management program, in partnership with other members of the Information Security Leadership Group. Our Chief Information Security Officer has served in various roles in information technology and information security for over twenty years. Our Chief Information Security Officer holds graduate degrees in cybersecurity and business administration and has attained multiple professional certifications including CISSP, CISA and CISM.

The Company's Chief Information Security Officer, in coordination with the Information Security Leadership Group, works collaboratively across the Company to implement a program designed to protect the Company's information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents. To facilitate the success of this program, multi-disciplinary teams throughout the Company are deployed to address cybersecurity threats and to respond to cybersecurity incidents in accordance with the Company's incident response plan. Through ongoing communications with these teams, the Chief Information Security Officer and the Information Security Leadership Group monitor the prevention, detection, mitigation and remediation of cybersecurity incidents in real time, and report such incidents to the Board when appropriate, as addressed above.

While we and our third-party providers have in the past experienced cybersecurity incidents, we are not aware of any current incidents or new types of threats which have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition.

**Item 2. Properties**

Our corporate headquarters and principal research and development, manufacturing, and sales and service facilities as of December 31, 2024 are as follows:

<b>Owned Facilities Location</b>		<b>Approximate</b>	
		<b>Size (sq. ft.)</b>	<b>Use</b>
Plainview, NY		80,000	Corporate Headquarters; R&D; Sales & Service; Administration
Somerset, NJ		80,000	R&D; Manufacturing; Sales & Service; Administration
St. Paul, MN		43,000	R&D; Manufacturing; Sales & Service; Administration
Somerset, NJ		38,000	R&D; Sales & Service; Administration

<b>Leased Facilities Location</b>		<b>Approximate</b>	
		<b>Size (sq. ft.)</b>	<b>Use</b>
San Jose, CA		100,000	R&D; Manufacturing; Sales & Service; Administration
Somerset, NJ		57,000	Warehouse
Horsham, PA		49,000	R&D; Manufacturing; Sales & Service; Administration
Waltham, MA		17,000	R&D; Sales & Service; Administration
Solvegatan, Sweden		4,000	R&D; Manufacturing; Sales & Service; Administration

In addition to the above, our foreign sales and service subsidiaries lease office space in China, Germany, Japan, Malaysia, Philippines, Singapore, South Korea, Thailand, and Taiwan. We believe our facilities are adequate to meet our current needs.

**Item 3. Legal Proceedings**

The discussion under the heading *Legal Proceedings* within Note 10, "Commitments and Contingencies" to the Consolidated Financial Statements is incorporated herein by reference.

**Item 4. Mine Safety Disclosures**

Not Applicable.

## PART II

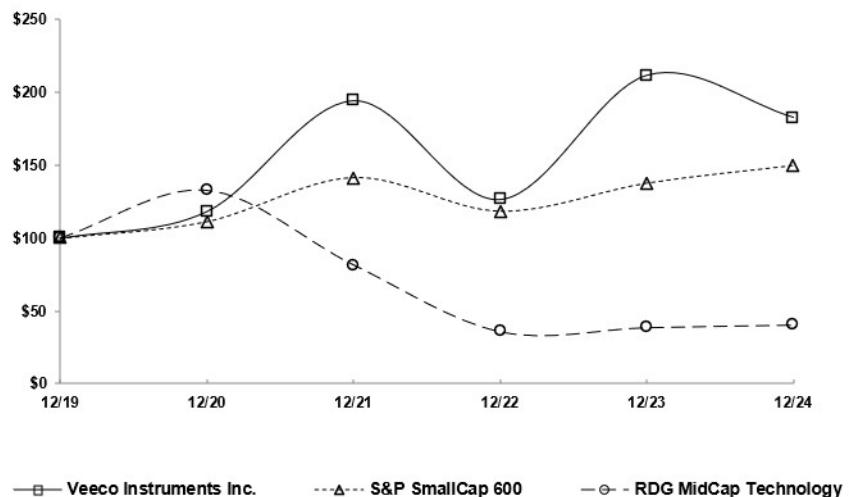
### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is quoted on The NASDAQ Global Select Market under the symbol "VECO." As of February 7, 2025, there were approximately 110 stockholders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. We have not paid dividends on our common stock. The Board of Directors will determine future dividend policy based on our consolidated results of operations, financial condition, capital requirements, and other circumstances.

**Stock Performance Graph**

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***

Among Veeco Instruments Inc., the S&P SmallCap 600 Index  
and the RDG MidCap Technology Index



\*\$100 invested on 12/31/19 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

Copyright © 2025 Standard & Poor's, a division of S&P Global. All rights reserved.

**ASSUMES \$100 INVESTED ON DEC. 31, 2019  
ASSUMES DIVIDENDS REINVESTED  
FISCAL YEAR ENDING DEC. 31**

	2019	2020	2021	2022	2023	2024
Veeco Instruments Inc.	100.00	118.22	193.87	126.52	211.30	182.50
S&P Smallcap 600	100.00	111.29	141.13	118.41	137.42	149.37
RDG MidCap Technology	100.00	132.76	81.82	36.09	38.89	40.63

**Item 6. [Reserved]**

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Introduction**

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to facilitate an understanding of our business and results of operations. This MD&A should be read in conjunction with our Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included elsewhere in this Form 10-K. The following discussion contains forward-looking statements and should also be read in conjunction with the cautionary statement set forth at the beginning of this Form 10-K.

The following section generally discusses 2024 and 2023 items and year-to-year comparisons between 2024 and 2023. Discussions of 2023 items and year-to-year comparisons between 2023 and 2022 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed on February 16, 2024.

### **Executive Summary**

We are an innovative manufacturer of semiconductor process equipment. Our proven ion beam, laser annealing, lithography, MOCVD, and single wafer wet processing technologies play an integral role in the fabrication and packaging of advanced semiconductor devices. With equipment designed to optimize performance, yield and cost of ownership, Veeco holds leading technology positions in the markets we serve. To learn more about Veeco's systems and service offerings, visit [www.veeco.com](http://www.veeco.com).

Veeco executed well during 2024, accomplishing a number of milestones, including:

- Solidly executing our multi-year growth strategy highlighted by several strategic wins. We shipped and recognized revenue on our first Nanosecond Annealing ("NSA") system at a leading-edge logic customer, shipped a 300mm GaN on Si evaluation system to a Tier 1 power device customer, and reached an agreement to ship an LSA evaluation system to another leading memory customer in 2025;
- Shipped multiple Laser Annealing systems to Tier 1 logic and memory customers for new architectures and technologies such as Gate-All-Around and High Bandwidth Memory;
- Won additional customer orders in Advanced Packaging with our strong position in wet processing as PTOR for a process step in Heterogenous Integration and 3D Packaging for AI;
- Maintained investments toward our largest Served Available Market ("SAM") growth opportunities in the Semiconductor and Compound Semiconductor markets, including strategic investments in R&D and our evaluation program;
- Achieved year-on-year revenue growth for the Company, including record revenue in the Semiconductor market, which grew 13% and outperformed Wafer Fabrication Equipment ("WFE") spending growth for the fourth consecutive year.

We believe these accomplishments position us well to capture our largest SAM growth opportunities in the coming years.

**Business Update**

The Semiconductor industry has historically demonstrated cyclical based on fluctuations in global chip demand and production capacity. Sales in the Semiconductor industry are estimated to have increased year-over-year in 2024 to around \$650 billion dollars. Looking ahead, industry analysts are forecasting long-term growth of the industry, driven by secular growth trends such as artificial intelligence, high-performance computing, mobile connectivity, and the electrification of the automotive industry. Additionally, government investments in the Semiconductor industry are projected to accelerate global spending in next-generation technologies.

Growth in the Semiconductor industry, coupled with increasing technological complexity of Semiconductor chips, are expected to drive long-term growth in WFE spending. In an effort to improve chip performance, optimize power consumption, and reduce costs, today's most advanced Semiconductor manufacturers are shrinking device geometries, investing in more complex transistor designs such as Gate-All-Around and exploring 3D architectures. As a result, growth of the WFE market is forecasted to keep pace with long-term growth of the Semiconductor industry, which we believe should benefit semiconductor capital equipment providers, including Veeco.

Our strategy of investing in advanced logic and memory has enabled our Semiconductor business to outperform WFE growth for four consecutive years. Veeco's technologies are at the forefront of enabling new technical innovations in the manufacture of high-performance AI chips and High-Bandwidth Memory ("HBM"). We continue to invest in new technologies to expand our SAM to a broad range of new applications.

Semiconductor revenue increased by 13% in 2024 from the prior year, comprising 65% of total revenue. This increase was driven by our Laser Annealing business with both leading and mature node customers. Our laser annealing solutions continue to gain acceptance at advanced logic nodes, highlighted by recent order activity involving both new and existing customers. In 2024, we received laser annealing orders from, and shipped systems to several leading-edge logic customers, including for customers' Gate-All-Around processes. We also shipped and recognized revenue on our first NSA system to a leading logic customer in the fourth quarter. In the memory market, we continue to ship systems to a Tier 1 customer for high volume production of HBM and advanced DRAM devices. While our growth strategy is predominately focused on advanced node logic and memory, LSA shipments to mature node customers have continued to increase in 2023 and 2024, predominantly driven by new greenfield fabs and capacity additions in China.

We have two next generation laser annealing systems under evaluation at Tier 1 foundry and logic customers. This next generation system, the NSA500, covers the nano-second annealing regime and complements our LSA product. This new system is part of our continued effort to enable our customers' product roadmap by providing innovative annealing solutions. Nanosecond annealing provides Veeco with an opportunity to expand our laser annealing SAM for new advanced node logic and memory applications, including low thermal budget anneals for Gate-All-Around transistors and advanced 3D devices.

The ongoing adoption of EUV Lithography for advanced node semiconductor manufacturing continues to drive demand for our Ion Beam Deposition LDD system for mask blanks. Leading logic and memory customers expect EUV and High-Numerical Aperture ("High-NA") lithography to be integral to their future roadmaps, which our Ion Beam Deposition technology is a key enabler of. Our product roadmap is well positioned as the industry adopts next-generation High-NA EUV lithography, and we are expanding our EUV related business to new mask blank applications.

We also have two Ion Beam Deposition "IBD300" systems under evaluation at leading memory customers. Our IBD300 system provides Veeco with another opportunity to expand our SAM to advanced node applications where low resistance films are critical. These initial systems are being evaluated for advanced memory applications, such as DRAM bitline.

In Advanced Packaging, our Wet Processing systems are used for several applications, and we continue to see strong demand driven by Heterogenous Integration and 3D Packaging for AI. In the fourth quarter, we announced over \$50 million in orders for our Wet Processing systems from a leading foundry, a HBM manufacturer, and OSATs. Our Advanced Packaging lithography systems are used for packaging applications such as fan out wafer level packaging and other advanced packaging solutions. After two years of slow order activity driven by consumer markets, we are beginning to see an increase in quoting and order activity from IDM's, foundries, and OSAT's driven by capacity expansions for AI and mobile markets.

Looking ahead, we anticipate seeing growth in leading-edge investment driven by new nodes and AI-related demand, including investment in Gate-All-Around nodes, High-Bandwidth Memory, and 3D packaging for AI. At the same time, recent engagement with customers in China has moderated, and we expect a decline in China revenue heading into 2025.

Veeco also serves customers in the Compound Semiconductor, Data Storage, and Scientific & Other markets. We address the Compound Semiconductor market with a broad portfolio of technologies, including Wet Processing, MOCVD, MBE and Ion Beam, for Power Electronics, Photonics, and 5G RF applications. Sales in the Compound Semiconductor market declined in 2024 from the prior year. Looking ahead, in the Silicon Carbide market, the slowdown in EV adoption has weakened demand as some customers continue their transition to 200mm production. Additionally, market penetration of our previously acquired Silicon Carbide technology has not met our expectations. In GaN Power, emerging use cases have driven some traditional silicon power electronics manufacturers to consider adoption of GaN at 300mm, and we have an evaluation system outstanding at a Tier 1 Power device customer. We are also seeing photonics opportunities in areas such as solar and MicroLEDs.

We address the Data Storage market with sales of our Ion Beam technology. Demand for our Ion Beam products is driven by demand for cloud-based storage. Revenue from our Data Storage products increased in 2024 as compared to the prior year. Looking ahead, while customer utilizations are improving, they remain well below peak levels from a few years ago and customers are not investing to expand new system capacity in 2025 as they bring idle capacity back on line. As a result, we expect an approximate \$60 to \$70 million reduction in revenue in our Data Storage business in 2025.

Sales in the Scientific & Other market are largely driven by sales to governments, universities, and research institutions. We address the Scientific & Other market with several technologies, including MBE, ALD, MOCVD, Wet Processing, and IBD/IBE, which support scientific, optical coating and other applications, and sales in this market declined slightly in 2024 from the prior year.

## Results of Operations

### Years Ended December 31, 2024 and 2023

The following table presents revenue and expense line items reported in our Consolidated Statements of Operations for 2024 and 2023 and the period-over-period dollar and percentage changes for those line items. Our results of operations are reported as one business segment, represented by our single operating segment.

	For the year ended December 31,		Change	
	2024	2023	Period to Period	
	(dollars in thousands)			
Net sales	\$ 717,301	100 %	\$ 666,435	100 %
Cost of sales	413,296	58 %	381,376	57 %
Gross profit	304,005	42 %	285,059	43 %
Operating expenses, net:				
Research and development	124,507	17 %	112,853	17 %
Selling, general, and administrative	99,663	14 %	92,756	14 %
Amortization of intangible assets	6,983	1 %	8,481	1 %
Asset impairment	28,131	4 %	—	— %
Other operating expense (income), net	(22,260)	(3)%	1,029	— %
Total operating expenses, net	237,024	33 %	215,119	32 %
Operating income	66,981	9 %	69,940	10 %
Interest income (expense), net	1,853	0 %	(1,187)	(0)%
Other income (expense), net	—	— %	(97,091)	(15)%
Income (loss) before income taxes	68,834	10 %	(28,338)	(4)%
Income tax expense (benefit)	(4,880)	(1)%	2,030	— %
Net income (loss)	\$ 73,714	10 %	\$ (30,368)	(5)%
	<u>\$ 73,714</u>	<u>10 %</u>	<u>\$ (30,368)</u>	<u>(5)%</u>
	<u><u>\$ 104,082</u></u>			*

\* Not meaningful

#### Net Sales

The following is an analysis of sales by end-market and by region:

	Year ended December 31,		Change	
	2024	2023	Period to Period	
	(dollars in thousands)			
<b>Sales by end-market</b>				
Semiconductor	\$ 466,611	65 %	\$ 412,724	62 %
Compound Semiconductor	77,591	11 %	87,258	13 %
Data Storage	98,852	14 %	88,473	13 %
Scientific & Other	74,247	10 %	77,980	12 %
<b>Total</b>	<u>\$ 717,301</u>	<u>100 %</u>	<u>\$ 666,435</u>	<u>100 %</u>
<b>Sales by geographic region</b>				
United States	\$ 164,564	23 %	\$ 162,790	24 %
EMEA	61,730	9 %	76,697	12 %
China	255,619	36 %	217,942	33 %
Rest of APAC	234,591	32 %	208,693	31 %
Rest of World	797	— %	313	— %
<b>Total</b>	<u>\$ 717,301</u>	<u>100 %</u>	<u>\$ 666,435</u>	<u>100 %</u>
	<u><u>\$ 50,866</u></u>			*

Total sales increased for the year ended December 31, 2024 against the comparable prior year period in the Semiconductor and Data Storage markets, partially offset by a decrease in the Compound Semiconductor, and Scientific & Other markets. By geography, sales increased in the China, and Rest of APAC regions, partially offset by a decrease in the EMEA region. Included within the Rest of APAC region for the year ended December 31, 2024 were sales in Taiwan and Japan of \$115.3 million and \$67.4 million, respectively, while sales within Rest of APAC region for the year ended December 31, 2023 included sales in Japan, Taiwan, and Singapore of \$74.7 million, \$62.7 million, and \$32.2 million, respectively. We expect there will continue to be year-to-year variations in our future sales distribution across markets and geographies. In light of the global nature of our business, we are impacted by conditions in the various countries in which we and our customers operate.

*Gross Profit*

In 2024, gross profit increased compared to 2023 primarily due to an increase in sales volume, partially offset by decreased gross margins. Gross margins decreased principally due to unfavorable product mix of sales and higher service costs. We expect our gross margins to fluctuate each period due to product mix and other factors.

*Research and Development*

The markets we serve are characterized by continuous technological development and product innovation, and we invest in various research and development initiatives to maintain our competitive advantage and achieve our growth objectives. Research and development expenses increased in 2024 compared to 2023 primarily due to personnel-related expenses as we invest in new research and development and additional applications for our technology in order to be well-positioned to capitalize on emerging global megatrends and support longer term growth in Semiconductor and Compound Semiconductor markets. However, expenses as a percentage of revenue have remained flat when compared to the prior period.

*Selling, General, and Administrative*

Selling, general, and administrative expenses increased in 2024 compared to 2023. However, expenses as a percentage of revenue have remained flat when compared to the prior period. Given the uncertainty regarding the impacts on our business resulting from the general macroeconomic environment, we are focused on the proactive management of expenses.

*Amortization Expense*

Amortization expense decreased in 2024 compared to 2023 primarily due to changes in amortization expense to reflect expected cash flows of certain intangible assets, as well as certain other intangible assets becoming fully amortized in 2023.

*Asset Impairment*

During 2024, we recorded a non-cash impairment charge of \$28.1 million related to intangible assets of our SiC technology acquired from Epiluvac in 2023, due to our market penetration not meeting expectations.

*Other Operating Expense (Income), Net*

Net other operating income in 2024 was primarily due to a \$21.2 million reduction in the expected earn-out payments to be made to the previous shareholders of Epiluvac, as well as proceeds from the sale of productive assets.

*Interest Income (Expense)*

For the year ended December 31, 2024, we recorded net interest income of \$1.9 million, compared to \$1.2 million of net interest expense for the prior year. The increase in net interest income was primarily related to an increase of interest income of approximately \$2.3 million due to a higher interest rate environment for 2024 compared to 2023.

Additionally, the Company had a decrease of interest expense of approximately \$0.7 million due to a reduction in convertible note and bank guarantee interest expenses.

*Other Income (Expense)*

For the year ended December 31, 2023, we recorded a loss on extinguishment of approximately \$97.1 million related to the repurchase and retirement of approximately \$206.0 million aggregate principal amount of our 2025 and 2027 Notes.

*Income Taxes*

Our income tax benefit for the year ended December 31, 2024, was \$4.9 million, compared to income tax expense of \$2.0 million for the prior year. The 2024 income tax benefit was primarily attributed to 1) \$12.2 million of income tax benefits associated with asset impairments, 2) a \$7.9 million income tax benefit related to research and development tax credits, and 3) a \$5.1 million income tax benefit related to Foreign-Derived Intangible Income, partially offset by 4) a \$20.3 million income tax expense related to pre-tax income from operations. The 2023 income tax expense of \$2.0 million was primarily comprised of 1) a \$16.2 million income tax expense related to pre-tax income from operations, and 2) a \$2.0 million income tax expense related to share-based compensation, partially offset by 3) a \$7.5 million income tax benefit related to Foreign-Derived Intangible Income, 4) a \$7.7 million income tax benefit associated with research and development tax credits, and 5) a \$1.0 million income tax benefit associated with the loss on extinguishment of convertible notes under Section 249 of the Internal Revenue Code of 1986, as amended (Section 249).

**Liquidity and Capital Resources**

Our cash and cash equivalents, restricted cash, and short-term investments are as follows:

	<u>December 31,</u>	
	<u>2024</u>	<u>2023</u>
(in thousands)		
Cash and cash equivalents	\$ 145,595	\$ 158,781
Restricted cash	224	339
Short-term investments	198,719	146,664
<b>Total</b>	<b>\$ 344,538</b>	<b>\$ 305,784</b>

A portion of our cash and cash equivalents is held by our subsidiaries throughout the world, frequently in each subsidiary's respective functional currency, which is typically the U.S. dollar. At December 31, 2024 and 2023, cash and cash equivalents of \$45.1 million and \$46.8 million, respectively, were held outside the United States. As of December 31, 2024, we had \$21.2 million of accumulated undistributed earnings generated by our non-U.S. subsidiaries for which the U.S. repatriation tax has been provided. Approximately \$9.6 million of undistributed earnings would be subject to foreign withholding taxes if distributed back to the United States and we accrued \$1.2 million for foreign withholding taxes for the undistributed earnings.

We believe that our projected cash flow from operations, combined with our cash and short-term investments, will be sufficient to meet our projected working capital requirements, contractual obligations, and other cash flow needs for the next twelve months, including scheduled interest payments on our convertible senior notes, purchase commitments, and payments required under our operating leases.

[Table of Contents](#)

A summary of the cash flow activity for the year ended December 31, 2024 and 2023 is as follows:

*Cash Flows from Operating Activities*

	<u>Year Ended December 31,</u>	
	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
<b>Net income (loss)</b>	<b>\$ 73,714</b>	<b>\$ (30,368)</b>
Non-cash items:		
Depreciation and amortization	25,143	24,966
Non-cash interest expense	1,257	1,118
Deferred income taxes	(8,729)	(2,211)
Share-based compensation expense	35,879	28,558
Loss on extinguishment of debt	—	97,091
Asset impairment	28,131	—
Impairment of equity investment	404	—
Provision for bad debts	—	316
Change in contingent consideration	(21,242)	701
Changes in operating assets and liabilities	(70,742)	(58,497)
<b>Net cash provided by (used in) operating activities</b>	<b>\$ 63,815</b>	<b>\$ 61,674</b>

Net cash provided by operating activities was \$63.8 million for the year ended December 31, 2024 and was due to net income of \$73.7 million and adjustments for non-cash items of \$60.8 million, partially offset by a decrease in cash flow from changes in operating assets and liabilities of \$70.7 million. The changes in operating assets and liabilities were largely attributable to an increase in inventories largely related to higher work-in-process and evaluation systems at customer facilities, an increase in contract assets, and a decrease in contract liabilities.

Net cash provided by operating activities was \$61.7 million for the year ended December 31, 2023 and was due to net loss of \$30.4 million and adjustments for non-cash items of \$150.5 million, partially offset by a decrease in cash flow from changes in operating assets and liabilities of \$58.5 million. The changes in operating assets and liabilities were largely attributable to increases in inventories largely related to evaluation systems at customer facilities, contract assets, prepaid expenses and other current assets, and decreases in accounts payable, and contract liabilities.

*Cash Flows from Investing Activities*

	<u>Year Ended December 31,</u>	
	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
<b>Capital expenditures</b>	<b>\$ (18,113)</b>	<b>\$ (27,930)</b>
Changes in investments, net	(48,467)	4,973
Acquisitions of businesses, net of cash acquired	—	(30,373)
Proceeds from the sale of productive assets	2,033	—
<b>Net cash provided by (used in) investing activities</b>	<b>\$ (64,547)</b>	<b>\$ (53,330)</b>

The cash used in investing activities during the year ended December 31, 2024 was primarily attributable to net cash used for capital expenditures, and net investment activity, partially offset by proceeds from the sale of productive assets. The cash used in investing activities during the year ended December 31, 2023 was attributable to net cash used in the acquisition of Epiluvac, and capital expenditures, partially offset by changes in net investment activity.

*Cash Flows from Financing Activities*

	<u>Year Ended December 31,</u>	
	<u>2024</u>	<u>2023</u>
	(in thousands)	
Settlement of equity awards, net of withholding taxes	\$ (10,761)	\$ (6,391)
Contingent consideration payment	(1,818)	(2,500)
Proceeds from issuance of 2029 Notes, net of issuance costs	—	223,202
Extinguishment of Convertible Notes	—	(218,991)
<b>Net cash provided by (used in) financing activities</b>	<b><u>\$ (12,579)</u></b>	<b><u>\$ (4,680)</u></b>

The cash used in financing activities for the year ended December 31, 2024 was related to cash used to settle taxes related to employee equity programs and a contingent consideration payment related to the Epiluvac acquisition, partially offset by cash received under the Employee Stock Purchase Plan. The net cash used in financing activities for the year ended December 31, 2023 was related to the partial repurchase of the 2025 Notes and 2027 Notes, repayment of the 2023 Notes, a contingent consideration payment related to the Epiluvac acquisition, as well as cash used to settle taxes related to employee equity programs, partially offset by proceeds from issuance of the 2029 Notes.

*Convertible Senior Notes and Revolving Credit Facility*

We have \$26.5 million outstanding principal balance of 3.50% convertible senior notes that bear interest at a rate of 3.50% per year, payable semiannually in arrears on January 15 and July 15 of each year, and mature on January 15, 2025, unless earlier purchased by the Company, redeemed, or converted. These 2025 Notes subsequently matured in January 2025 and were settled through the issuance of Company shares to the noteholders. In addition, we have \$25.0 million outstanding principal balance of 3.75% convertible senior notes that bear interest at a rate of 3.75% per year, payable semiannually in arrears on June 1 and December 1 of each year, and mature on June 1, 2027, unless earlier purchased by the Company, redeemed, or converted. These 2027 Notes are currently convertible by shareholders and callable by the Company until March 31, 2025. In addition, we have \$230.0 million outstanding principal balance of 2.875% convertible senior notes that bear interest at a rate of 2.875% per year, payable semiannually in arrears on June 1 and December 1 of each year, and mature on June 1, 2029, unless earlier purchased by the Company, redeemed, or converted.

Furthermore, we have access to a \$225.0 million revolving credit facility to provide for our working capital needs and reimburse drawings under letters of credit and for other general corporate purposes. The Company has no immediate plans to draw down on the facility, which expires in December of 2026. Interest under the facility is variable based on the Company's secured net leverage ratio and is expected to bear interest based on SOFR plus a range of 150 to 225 basis points, if drawn. There is a yearly commitment fee of 25 to 35 basis points, based on the Company's secured net leverage ratio, charged on the unused portion of the Facility.

*Contractual Obligations and Commitments*

We have commitments under certain contractual arrangements to make future payments for goods and services, including purchase obligations of \$177.4 million as of December 31, 2024 for inventory used in the manufacture of our products, as well as equipment and project materials used to support research and development activities. We generally do not enter into purchase commitments extending beyond one year. At December 31, 2024, we have \$18.7 million of offsetting supplier deposits that will be applied against these purchase commitments. We expect to fund these contractual arrangements with cash generated from operations in the normal course of business, as well as existing cash and cash equivalents and short-term investments. In addition, we have bank guarantees and letters of credit issued by a financial institution on our behalf as needed. At December 31, 2024, outstanding bank guarantees and letters of credit totaled \$18.1 million and unused bank guarantees and letters of credit of \$21.6 million were available to be drawn upon.

*Lease Obligations*

As of December 31, 2024, our operating lease obligation was \$53.1 million relating to various operating lease arrangements for certain facilities. Refer to Note 10, "Commitments and Contingencies", of the Notes to the Consolidated Financial Statements for further discussion related to our lease obligations.

We believe that we have sufficient capital resources and cash flows from operations to support the above mentioned short-term obligations.

**Critical Accounting Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires a high degree of judgment, either in the application and interpretation of existing accounting literature or in the development of estimates that affect the reported amounts of assets, liabilities, revenues, and expenses. We continuously evaluate our estimates and judgments based on historical experience, as well as other factors that we believe to be reasonable under the circumstances. The results of our evaluation form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. These estimates may change in the future if underlying assumptions or factors change, and actual results may differ from these estimates.

We consider the following estimates within our significant accounting policies to be critical because of their complexity and the high degree of judgment involved in maintaining them. See Note 1 Significant Accounting Policies of our Consolidated Financial Statements for additional information regarding our accounting policies.

*Revenue Recognition*

We recognize revenue upon the transfer of control of the promised product or service to the customer in an amount that reflects the consideration we expect to receive in exchange for such product or service. We perform the following five steps to determine when to recognize revenue: (1) identification of the contract(s) with customers, (2) identification of the performance obligations in the contract, (3) determination of the transaction price, (4) allocation of the transaction price to the performance obligations in the contract, and (5) recognition of revenue when, or as, a performance obligation is satisfied. Management uses judgements in identifying performance obligations, determining stand-alone selling price ("SSP") for each distinct performance obligation and allocating consideration from an arrangement to the individual performance obligations based on the SSP. The SSPs are determined based on the prices at which we separately sell systems, upgrades, components, spare parts, installation, maintenance, and service plans. For items that are not sold separately, we estimate SSPs generally using an expected cost plus margin approach. Any material changes in the identification of performance obligations, determination and allocation of the transaction price to performance obligations, and determination of when transfer of control occurs to the customer, could impact the timing and amount of revenue recognition, which could have a material effect on our financial condition and results of operations.

*Inventory Valuation*

Inventories are stated at the lower of cost and net realizable value, with cost determined on a first-in, first-out basis. Each quarter we assess the valuation and recoverability of all inventories: materials (raw materials, spare parts, and service inventory); work-in-process; finished goods; and evaluation inventory at customer facilities. Obsolete inventory or inventory in excess of our estimated usage requirements is written down to its estimated net realizable value if less than cost. We evaluate usage requirements by analyzing historical usage, anticipated demand, alternative uses of materials, and other qualitative factors. Unanticipated changes in demand for our products may require a write down of inventory that could materially affect our operating results.

### *Long-lived Assets*

The carrying values of long-lived assets, including identifiable intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, a recoverability test is performed utilizing undiscounted cash flows expected to be generated by that asset or asset group compared to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models or, when available, quoted market values and third-party appraisals. It is not possible for us to predict the likelihood of any possible future impairments or, if such an impairment were to occur, the magnitude of any impairment. Intangible assets with finite useful lives, including purchased technology, customer-related intangible assets, patents, trademarks, backlog, and software licenses, are subject to amortization over the expected period of economic benefit to us. We evaluate whether events or circumstances have occurred that warrant a revision to the remaining useful lives of intangible assets. In cases where a revision is deemed appropriate, the remaining carrying amounts of the intangible assets are amortized over the revised remaining useful life.

### *Income Taxes*

We estimate our income taxes in each of the jurisdictions in which we operate. The calculation of our provision for income taxes and effective tax rate involves significant judgment in estimating the impact of uncertainties in the application of complex and evolving tax laws. Resolution of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operations and financial condition. Deferred income taxes reflect the net tax effect of temporary differences between the asset and liability balances recognized for financial reporting purposes and the balances used for income tax purposes, as well as the tax effect of carry forwards. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. These estimates consider future operational results including realizability of our deferred tax assets. Deferred tax assets and liabilities are adjusted to reflect the effects of enacted changes in tax rates, laws and status, including changes in tax incentives.

### **Recent Accounting Pronouncements**

We adopted ASU 2020-06 effective January 1, 2022 and ASU 2023-07 effective December 31, 2024. We are also evaluating other pronouncements recently issued but not yet adopted, including ASU 2023-09 and ASU 2024-03. The adoption of these pronouncements is not expected to have a material impact on our consolidated financial statements. Refer to Note 1, "Significant Accounting Policies," for additional information.

### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

#### *Interest Rate Risk*

Our exposure to market rate risk for changes in interest rates primarily relates to our investment portfolio. We centrally manage our investment portfolios considering investment opportunities and risks, tax consequences, and overall financing strategies. Our investment portfolio includes fixed-income securities with a fair value of approximately \$198.7 million at December 31, 2024. These securities are subject to interest rate risk and, based on our investment portfolio at December 31, 2024, a 100 basis point increase in interest rates would result in a decrease in the fair value of the portfolio of \$1.3 million. While an increase in interest rates may reduce the fair value of the investment portfolio, we will not realize the losses in the Consolidated Statements of Operations unless the individual fixed-income securities are sold prior to recovery or the loss is determined to be other-than-temporary.

#### *Currency Exchange Risk*

We conduct business on a worldwide basis and, as such, a portion of our revenues, earnings, and net investments in foreign affiliates is exposed to changes in currency exchange rates. The economic impact of currency exchange rate

movements is complex because such changes are often linked to variability in real growth, inflation, interest rates, governmental actions, and other factors. These changes, if material, could cause us to adjust our financing and operating strategies. Consequently, isolating the effect of changes in currency does not incorporate these other important economic factors.

Changes in currency exchange rates could affect our foreign currency denominated monetary assets and liabilities and forecasted cash flows. We may enter into monthly forward derivative contracts with the intent of mitigating a portion of this risk. We only use derivative financial instruments in the context of hedging and not for speculative purposes and have not designated our foreign exchange derivatives as hedges. Accordingly, changes in fair value from these contracts are included in "Other operating expense (income), net" in our Consolidated Statements of Operations. We execute derivative transactions with highly-rated financial institutions to mitigate counterparty risk.

Our net sales to customers located outside of the United States represented approximately 77% of our total net sales in 2024. We expect that net sales to customers outside the United States will continue to represent a large percentage of our total net sales. Our net sales denominated in currencies other than the U.S. dollar represented approximately 5% of total net sales in 2024.

A 10% change in foreign exchange rates would have an immaterial impact on the consolidated results of operations since most of our sales outside the United States are denominated in U.S. dollars.

**Item 8. Financial Statements and Supplementary Data**

Our Consolidated Financial Statements are listed in the Index to Consolidated Financial Statements and Financial Statement Schedule filed as part of this Form 10-K.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Management's Report on Internal Control over Financial Reporting**

Our principal executive and financial officers have evaluated and concluded that our disclosure controls and procedures are effective as of December 31, 2024. The disclosure controls and procedures are designed to ensure that the information required to be disclosed in this report filed under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our principal executive and financial officers as appropriate to allow timely decisions regarding required disclosure.

Our principal executive and financial officers are responsible for establishing and maintaining adequate internal control over financial reporting, which is a process designed and put into effect to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Using the criteria established in the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, Management has evaluated, assessed, and concluded that internal control over financial reporting is effective as of December 31, 2024.

KPMG LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report on Form 10-K and, as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting.

**Changes in Internal Control over Financial Reporting**

During the quarter ended December 31, 2024, there were no changes in internal control that have materially affected or are reasonably likely to materially affect internal control over financial reporting.

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors  
Veeco Instruments Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Veeco Instruments Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and December 31, 2023, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes and financial statement schedule II - valuation and qualifying accounts (collectively, the consolidated financial statements), and our report dated February 14, 2025 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Santa Clara, California  
February 14, 2025

**Item 9B. Other Information**

No ne .

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Information required by this Item that will appear under the headings "Governance," "Executive Officers," and "Delinquent Section 16(a) Reports" in the definitive proxy statement to be filed with the SEC relating to our 2025 Annual Meeting of Stockholders is incorporated herein by reference.

We have adopted a Code of Ethics for Senior Officers (the "Code") which applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code can be found on our website ([www.veeco.com](http://www.veeco.com)). We intend to disclose on our website the nature of any future amendments to and waivers of the Code that apply to the chief executive officer, principal financial officer, principal accounting officer, or persons performing similar functions. We have also adopted a Code of Conduct which applies to all of our employees, including those listed above, as well as to our directors. A copy of the Code of Conduct can be found on our website ([www.veeco.com](http://www.veeco.com)). The website address above is intended to be an inactive, textual reference only. None of the material on this website is part of this report.

We have a Securities Trading Policy governing the purchase, sale, and other dispositions of our securities that applies to all our directors, officers, employees, and other individuals associated with us. We believe that our Securities Trading Policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, as well as applicable listing standards. A copy of our Securities Trading Policy is filed as Exhibit 19.1 to this Form 10-K.

**Item 11. Executive Compensation**

Information required by this Item that will appear under the heading "Compensation" in the definitive proxy statement to be filed with the SEC relating to our 2025 Annual Meeting of Stockholders is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information required by this Item that will appear under the headings "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in the definitive proxy statement to be filed with the SEC relating to our 2025 Annual Meeting of Stockholders is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information required by this Item that will appear under the headings "Certain Relationships and Related Transactions" and "Independence of Board" in the definitive proxy statement to be filed with the SEC relating to our 2025 Annual Meeting of Stockholders is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

Information required by this Item that will appear under the heading "Independent Auditor Fees and Other Matters" in the definitive proxy statement to be filed with the SEC relating to our 2025 Annual Meeting of Stockholders is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) (1) The Registrant's financial statements together with a separate table of contents are annexed hereto  
(2) Financial Statement Schedules are listed in the separate table of contents annexed hereto.  
(3) Exhibits

Unless otherwise indicated, each of the following exhibits has been previously filed with the Securities and Exchange Commission by the Company under File No. 0-16244.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Exhibit	Filing Date	
1.1	<a href="#">Conflict Minerals Report of Veeco Instruments Inc.</a>	SD	1.01	5/30/2024	
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Veeco dated December 1, 1994, as amended June 2, 1997 and July 25, 1997.</a>	10-Q	3.1	8/14/1997	
3.2	<a href="#">Amendment to Certificate of Incorporation of Veeco dated May 29, 1998.</a>	10-K	3.2	3/14/2001	
3.3	<a href="#">Amendment to Certificate of Incorporation of Veeco dated May 5, 2000.</a>	10-Q	3.1	8/14/2000	
3.4	<a href="#">Amendment to Certificate of Incorporation of Veeco dated May 16, 2002.</a>	10-Q	3.1	10/26/2009	
3.5	<a href="#">Amendment to Certificate of Incorporation of Veeco dated May 18, 2010.</a>	10-K	3.8	2/24/2011	
3.6	<a href="#">Seventh Amended and Restated Bylaws of Veeco effective January 9, 2023.</a>	8-K	3.1	1/10/2023	
3.7	<a href="#">Certificate of Designation, Preferences, and Rights of Series A Junior Participating Preferred Stock of Veeco dated March 14, 2001.</a>	10-Q	3.1	5/9/2001	
4.1	<a href="#">Indenture, dated as of January 18, 2017, by and between Veeco Instruments Inc. and U.S. Bank National Association, as Trustee (relating to the 2.70% Convertible Notes due 2023).</a>	8-K	4.1	1/18/2017	
4.2	<a href="#">First Supplemental Indenture, dated as of January 18, 2017, by and between Veeco Instruments Inc. and U.S. Bank National Association, as Trustee (relating to the 2.70% Convertible Notes due 2023).</a>	8-K	4.2	1/18/2017	
4.3	<a href="#">Indenture, dated as of May 18, 2020, between Veeco Instruments Inc. and U.S. Bank National Association, as trustee.</a>	8-K	4.1	5/18/2020	
4.4	<a href="#">Form of 3.75% Convertible Senior Notes due 2027.</a>	8-K	4.1	5/18/2020	
4.5	<a href="#">Indenture, dated as of November 17, 2020, between Veeco Instruments Inc. and U.S. Bank National Association, as trustee.</a>	8-K	4.1	11/17/2020	
4.6	<a href="#">Form of 3.50% Convertible Senior Notes due 2025.</a>	8-K	4.1	11/17/2020	
4.7	<a href="#">Indenture, dated as of May 19, 2023, between Veeco Instruments Inc. and U.S. Bank Trust Company, National Association, as trustee.</a>	10-Q	4.1	8/7/2023	
4.8	<a href="#">Form of 2.875% Convertible Senior Notes due 2029.</a>	10-Q	4.2	8/7/2023	

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Exhibit	Filing Date	
4.9	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.</a>	10-K	4.3	2/21/2020	
4.10	<a href="#">Amendment No. 2 to the Veeco Instruments Inc. 2019 Stock Incentive Plan dated as of May 9, 2024.</a>	S-8	4.9	8/9/2024	
10.1	<a href="#">Lease dated February 18, 2021 between Veeco Instruments Inc. and Trimble-Junction Ventures LLC.</a>	8-K	10.1	2/24/2021	
10.2*	<a href="#">Veeco Severance Benefits Policy, effective May 1, 2009.</a>	10-K	10.1	2/22/2021	
10.3*	<a href="#">Veeco Amended and Restated 2010 Stock Incentive Plan, effective May 5, 2016.</a>	S-8	10.1	6/2/2016	
10.4*	<a href="#">Veeco Amended and Restated 2010 Stock Incentive Plan, effective March 3, 2017.</a>	10-Q	10.1	11/3/2017	
10.5*	<a href="#">Veeco Instruments Inc. 2019 Stock Incentive Plan.</a>	S-8	10.1	5/7/2019	
10.6*	<a href="#">Amendment No. 1 to the Veeco Instruments Inc. 2019 Stock Incentive Plan.</a>	S-8	4.8	5/20/2022	
10.7	<a href="#">Ultratech, Inc. 1993 Stock Option/Stock Issuance Plan (as Amended and Restated as of May 31, 2011)</a>	S-8	10.1	5/26/2017	
10.8	<a href="#">Form of Capped Call Confirmation.</a>	8-K	10.1	5/18/2020	
10.9	<a href="#">Exchange Agreement.</a>	8-K	10.1	11/17/2020	
10.10	<a href="#">Note Purchase Agreement, dated as of November 5, 2021, by and between Veeco Instruments Inc. and Lynrock Lake LLP.</a>	8-K	10.1	11/8/2021	
10.11	<a href="#">Loan and Security Agreement, dated as of December 16, 2021, by and among Veeco Instruments Inc., as borrower, the guarantors party thereto, the lenders from time to time party thereto, HSBC Bank USA, National Association, as administrative agent, collateral agent, joint lead arranger, and joint bookrunner, Barclays bank PLC, as joint lead arranger and joint bookrunner, and Santander Bank, N.A.</a>	8-K	10.1	12/20/2021	
10.12	<a href="#">Guaranty, dated as of December 16, 2021, by the guarantors, identified therin in favor of HSBC Bank USA, National Association, as agent.</a>	8-K	10.2	12/20/2021	
10.13	<a href="#">First Amendment to Loan and Security Agreement, dated as of May 19, 2023, by and among Veeco Instruments Inc., as borrower, the guarantors party thereto, the lenders from time to time party thereto and HSBC Bank USA, National Association, as administrative agent, collateral agent, joint lead arranger, and joint bookrunner, Barclays Bank PLC, as joint lead arranger and joint bookrunner, and Santander Bank, N.A.</a>	10-Q	10.1	8/7/2023	

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Exhibit	Filing Date	
10.14	<a href="#">Third Amendment to Loan and Security Agreement, dated as of August 2, 2024, by and among Veeco Instruments Inc., as borrower, the guarantors party thereto, HSBC Bank USA, National Association, as administrative agent and collateral agent, Citizens Bank, N.A., and the lenders from time to time party thereto.</a>	8-K	10.1	8/2/2024	
10.15*	<a href="#">Form of Notice of Performance Restricted Stock Unit Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2020.</a>	10-K	10.16	2/22/2021	
10.16*	<a href="#">Form of Notice of Restricted Stock Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2020.</a>	10-K	10.17	2/22/2021	
10.17*	<a href="#">Form of Notice of Performance Restricted Stock Unit Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2021.</a>	10-Q	10.1	5/4/2021	
10.18*	<a href="#">Form of Notice of Restricted Stock Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2021.</a>	10-Q	10.2	5/4/2021	
10.19*	<a href="#">Form of Notice of Performance Restricted Stock Unit Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2022.</a>	10-Q	10.1	5/9/2022	
10.20*	<a href="#">Form of Notice of Restricted Stock Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2022.</a>	10-Q	10.2	5/9/2022	
10.21*	<a href="#">Form of Notice of Performance Restricted Stock Unit Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2023.</a>	10-Q	10.1	5/8/2023	
10.22*	<a href="#">Form of Notice of Restricted Stock Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2023.</a>	10-Q	10.2	5/8/2023	
10.23*	<a href="#">Form of Notice of Performance Restricted Stock Unit Award and related terms and conditions pursuant to the Veeco 2019 Stock Incentive Plan, effective March 2024.</a>	10-Q	10.1	5/7/2024	
10.24*	<a href="#">Form of Notice of Restricted Stock Unit Award and related terms and conditions pursuant to Veeco 2019 Stock Incentive Plan, effective March 2024.</a>	10-Q	10.2	5/7/2024	
10.25*	<a href="#">Veeco 2013 Inducement Stock Incentive Plan, effective September 26, 2013.</a>	10-Q	10.1	11/4/2013	
10.26*	<a href="#">Veeco Instruments Inc. 2016 Employee Stock Purchase Plan.</a>	S-8	10.9	6/2/2016	
10.27*	<a href="#">First Amendment to Veeco Instruments Inc. 2016 Employee Stock Purchase Plan.</a>	S-8	10.11	5/7/2019	
10.28*	<a href="#">Second Amendment to Veeco Instruments Inc. 2016 Employee Stock Purchase Plan.</a>	S-8	10.1	5/11/2021	

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Exhibit	Filing Date	
10.29*	<a href="#">Form of Amended and Restated Indemnification Agreement entered into between Veeco and each of its directors and executive officers (August 2017).</a>	10-Q	10.2	8/3/2017	
10.30*	<a href="#">Veeco Amended and Restated Senior Executive Change in Control Policy, effective as of January 1, 2014.</a>	10-K	10.22	2/28/2014	
10.31*	<a href="#">Letter Agreement dated January 30, 2012 between Veeco and Dr. William J. Miller.</a>	10-K	10.30	2/22/2012	
10.32*	<a href="#">Letter Agreement dated August 29, 2018 between Veeco and Dr. William J. Miller.</a>	8-K	10.2	9/4/2018	
10.33*	<a href="#">Amendment dated March 22, 2019 to the Letter Agreement between Veeco and William J. Miller, Ph.D.</a>	10-Q	10.4	5/7/2019	
10.34*	<a href="#">Letter Agreement dated January 21, 2004 between Veeco and John P. Kiernan.</a>	10-K	10.38	3/12/2004	
10.35*	<a href="#">Amendment effective June 9, 2006 to Letter Agreement between Veeco and John P. Kiernan.</a>	10-Q	10.3	8/4/2006	
10.36*	<a href="#">Amendment effective December 31, 2008 to Letter Agreement between Veeco and John P. Kiernan.</a>	10-K	10.40	3/2/2009	
10.37*	<a href="#">Letter dated January 1, 2020 from Veeco to John P. Kiernan.</a>	8-K	99.2	1/2/2020	
10.38*	<a href="#">Letter Agreement dated March 20, 2019 between Veeco and Adrian Devasahayam.</a>	10-K	10.30	2/22/2021	
10.39*	<a href="#">Letter Agreement dated August 4, 2017 between Veeco and Peter Porshnev.</a>	10-K	10.31	2/22/2021	
10.40*	<a href="#">Letter Agreement dated March 9, 2020 between Veeco and Susan Wilkerson.</a>	10-K	10.32	2/22/2021	
19.1	<a href="#">Veeco Instruments Inc. Securities Trading Policy.</a>				X
21.1	<a href="#">Subsidiaries of the Registrant.</a>				X
23.1	<a href="#">Consent of KPMG LLP.</a>				X
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934.</a>				X
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934.</a>				X
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002.</a>				X
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002.</a>				X
97	<a href="#">Compensation Recoupment Policy for Executive Officers</a>				X
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				**
101.XSD	XBRL Schema.				**
101.PRE	XBRL Presentation.				**
101.CAL	XBRL Calculation.				**

[Table of Contents](#)

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>			<b>Filed or Furnished Herewith</b>
		<b>Form</b>	<b>Exhibit</b>	<b>Filing Date</b>	
101.DEF	XBRL Definition.				**
101.LAB	XBRL Label.				**
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				**

\* Indicates a management contract or compensatory plan or arrangement, as required by Item 15(a) (3) of Form 10-K.  
\*\* Filed herewith electronically

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 14, 2025.

Veeco Instruments Inc.

By: /s/ WILLIAM J. MILLER, Ph.D.  
William J. Miller, Ph.D.  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated, on February 14, 2025.

Signature	Title
<u>/s/ WILLIAM J. MILLER, Ph.D.</u> William J. Miller, Ph.D.	Chief Executive Officer and Director (principal executive officer)
<u>/s/ JOHN P. KIERNAN</u> John P. Kiernan	Senior Vice President and Chief Financial Officer (principal financial & accounting officer)
<u>/s/ RICHARD A. D'AMORE</u> Richard A. D'Amore	Chairman
<u>/s/ KATHLEEN A. BAYLESS</u> Kathleen A. Bayless	Director
<u>/s/ SUJEET CHAND, Ph.D.</u> Sujeet Chand, Ph.D.	Director
<u>/s/ GORDON HUNTER</u> Gordon Hunter	Director
<u>/s/ KEITH D. JACKSON</u> Keith D. Jackson	Director
<u>/s/ LENA NICOLAIDES, Ph.D.</u> Lena Nicolaides, Ph.D.	Director
<u>/s/ MARY JANE RAYMOND</u> Mary Jane Raymond	Director
<u>/s/ THOMAS ST. DENNIS</u> Thomas St. Dennis	Director

**Veeco Instruments Inc. and Subsidiaries**

**Index to Consolidated Financial Statements and Financial Statement Schedule**

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID 185 )</a>	F-2
<a href="#">Consolidated Balance Sheets at December 31, 2024 and 2023</a>	F-4
<a href="#">Consolidated Statements of Operations for the years ended December 31, 2024, 2023, and 2022</a>	F-5
<a href="#">Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2024, 2023, and 2022</a>	F-6
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended December 31, 2024, 2023, and 2022</a>	F-7
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023, and 2022</a>	F-8
<a href="#">Notes to Consolidated Financial Statements</a>	F-9
<a href="#">Schedule II—Valuation and Qualifying Accounts</a>	S-1

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors  
Veeco Instruments Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Veeco Instruments Inc. and subsidiaries (the Company) as of December 31, 2024 and December 31, 2023, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes and financial statement schedule II - valuation and qualifying accounts (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and December 31, 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 14, 2025 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Assessment of the value of excess and obsolete inventory*

As discussed in Note 1 of the consolidated financial statements, the Company assesses the valuation of its inventories, including materials, work-in-process, and finished goods, each reporting period. Obsolete inventory or inventory in excess of the Company's estimated usage requirement is written down to its estimated net realizable value if less than cost. Estimates of usage include the Company's analysis of anticipated demand, possible alternative uses of its inventory, as well as other qualitative factors. As of December 31, 2024, the Company's inventories totaled \$246.7 million.

[Table of Contents](#)

We identified the assessment of the value of excess and obsolete inventory as a critical audit matter. Subjective auditor judgement was required to evaluate the Company's estimates of anticipated demand, which can be affected by market and economic conditions outside the Company's control.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's inventory valuation process. This included controls related to the development of estimates of anticipated demand of inventory. We evaluated current year estimates of anticipated demand used to assess the value of excess and obsolete inventory when they differed significantly from historical sales volumes. For certain inventory items, we compared the prior year estimate of anticipated demand to actual results to assess the Company's ability to accurately forecast.

/s/ KPMG LLP

We have served as the Company's auditor since 2015.

Santa Clara, California  
February 14, 2025

**Veeco Instruments Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(in thousands, except share amounts)

	December 31, 2024	December 31, 2023
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 145,595	\$ 158,781
Restricted cash	224	339
Short-term investments	198,719	146,664
Accounts receivable, net	96,834	103,018
Contract assets	37,109	24,370
Inventories	246,735	237,635
Prepaid expenses and other current assets	<u>39,316</u>	<u>35,471</u>
Total current assets	764,532	706,278
Property, plant, and equipment, net	113,789	118,459
Operating lease right-of-use assets	26,503	24,377
Intangible assets, net	8,832	43,945
Goodwill	214,964	214,964
Deferred income taxes	120,191	117,901
Other assets	<u>2,766</u>	<u>3,117</u>
<b>Total assets</b>	<b><u>\$ 1,251,577</u></b>	<b><u>\$ 1,229,041</u></b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 43,519	\$ 42,383
Accrued expenses and other current liabilities	55,195	57,624
Contract liabilities	64,986	118,026
Income taxes payable	2,086	—
Current portion of long-term debt	<u>26,496</u>	<u>—</u>
Total current liabilities	192,282	218,033
Deferred income taxes	689	6,552
Long-term debt	249,702	274,941
Long-term operating lease liabilities	34,318	31,529
Other liabilities	<u>3,816</u>	<u>25,544</u>
<b>Total liabilities</b>	<b><u>480,807</u></b>	<b><u>556,599</u></b>
Stockholders' equity:		
Preferred stock, \$ 0.01 par value; 500,000 shares authorized; no shares issued and outstanding.	—	—
Common stock, \$ 0.01 par value; 120,000,000 shares authorized; 56,827,915 shares issued and outstanding at December 31, 2024 and 56,364,131 shares issued and outstanding at December 31, 2023	569	564
Additional paid-in capital	1,227,134	1,202,440
Accumulated deficit	( 458,455 )	( 532,169 )
Accumulated other comprehensive income	<u>1,522</u>	<u>1,607</u>
<b>Total stockholders' equity</b>	<b><u>770,770</u></b>	<b><u>672,442</u></b>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$ 1,251,577</u></b>	<b><u>\$ 1,229,041</u></b>

See accompanying Notes to the Consolidated Financial Statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
(in thousands, except per share amounts)

	For the year ended December 31,		
	2024	2023	2022
Net sales	\$ 717,301	\$ 666,435	\$ 646,137
Cost of sales	413,296	381,376	382,989
Gross profit	304,005	285,059	263,148
Operating expenses, net:			
Research and development	124,507	112,853	103,565
Selling, general, and administrative	99,663	92,756	88,952
Amortization of intangible assets	6,983	8,481	10,018
Asset impairment	28,131	—	—
Other operating expense (income), net	( 22,260 )	1,029	317
Total operating expenses, net	237,024	215,119	202,852
Operating income	66,981	69,940	60,296
Interest income	12,898	10,583	2,199
Interest expense	( 11,045 )	( 11,770 )	( 11,510 )
Other income (expense), net	—	( 97,091 )	—
Income (loss) before income taxes	68,834	( 28,338 )	50,985
Income tax expense (benefit)	( 4,880 )	2,030	( 115,957 )
Net income (loss)	\$ 73,714	\$ ( 30,368 )	\$ 166,942
Income (loss) per common share:			
Basic	\$ 1.31	\$ ( 0.56 )	\$ 3.35
Diluted	\$ 1.23	\$ ( 0.56 )	\$ 2.71
Weighted average number of shares:			
Basic	56,426	53,769	49,906
Diluted	61,596	53,769	65,607

See accompanying Notes to the Consolidated Financial Statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income (Loss)**  
(in thousands)

	<b>For the year ended December 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Net income (loss)	\$ 73,714	\$( 30,368 )	\$ 166,942
Other comprehensive income (loss), net of tax:			
Available-for-sale securities:			
Change in net unrealized gains or losses	( 101 )	691	( 514 )
Unrealized gain (loss) on available-for-sale securities	( 101 )	691	( 514 )
Currency translation adjustments:			
Change in currency translation adjustments	16	( 12 )	( 41 )
Net changes related to currency translation adjustments	16	( 12 )	( 41 )
Total other comprehensive income (loss), net of tax	( 85 )	679	( 555 )
Total comprehensive income (loss)	<u>\$ 73,629</u>	<u>\$( 29,689 )</u>	<u>\$ 166,387</u>

See accompanying Notes to the Consolidated Financial Statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Consolidated Statements of Stockholders' Equity**  
(in thousands)

	Accumulated					
	Common Stock		Additional		Other	
	Shares	Amount	Paid-in Capital	Accumulated Deficit	Comprehensive Income	Total
<b>Balance at December 31, 2021</b>	50,653	\$ 507	\$1,116,921	\$ (681,283)	\$ 1,483	\$ 437,628
Cumulative effect of change in accounting principle - adoption of ASU 2020-06	—	—	(56,800)	12,540	—	(44,260)
Net income (loss)	—	—	—	166,942	—	166,942
Other comprehensive income (loss), net of tax	—	—	—	—	(555)	(555)
Share-based compensation expense	—	—	22,994	—	—	22,994
Net issuance under employee stock plans	1,007	10	(4,935)	—	—	(4,925)
<b>Balance at December 31, 2022</b>	<b>51,660</b>	<b>517</b>	<b>1,078,180</b>	<b>(501,801)</b>	<b>928</b>	<b>577,824</b>
Net income (loss)	—	—	—	(30,368)	—	(30,368)
Other comprehensive income (loss), net of tax	—	—	—	—	679	679
Share-based compensation expense	—	—	28,558	—	—	28,558
Net issuance under employee stock plans	244	2	(6,393)	—	—	(6,391)
Partial extinguishment of 2025 and 2027 Notes	4,460	45	102,095	—	—	102,140
<b>Balance at December 31, 2023</b>	<b>56,364</b>	<b>564</b>	<b>1,202,440</b>	<b>(532,169)</b>	<b>1,607</b>	<b>672,442</b>
Net income (loss)	—	—	—	73,714	—	73,714
Other comprehensive income (loss), net of tax	—	—	—	—	(85)	(85)
Share-based compensation expense	—	—	35,879	—	—	35,879
Net issuance under employee stock plans	464	5	(11,185)	—	—	(11,180)
<b>Balance at December 31, 2024</b>	<b>56,828</b>	<b>\$ 569</b>	<b>\$1,227,134</b>	<b>\$ (458,455)</b>	<b>\$ 1,522</b>	<b>\$ 770,770</b>

See accompanying Notes to the Consolidated Financial Statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(in thousands)

	For the year ended December 31,		
	2024	2023	2022
<b>Cash Flows from Operating Activities</b>			
Net income (loss)	\$ 73,714	\$ (30,368)	\$ 166,942
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	25,143	24,966	25,645
Non-cash interest expense	1,257	1,118	962
Deferred income taxes	(8,729)	(2,211)	(118,040)
Share-based compensation expense	35,879	28,558	22,994
Loss on extinguishment of debt	—	97,091	—
Asset impairment	28,131	—	—
Impairment of equity investments	404	—	—
Provision for bad debts	—	316	—
Changes in contingent consideration	(21,242)	701	—
Changes in operating assets and liabilities:			
Accounts receivable and contract assets	(6,555)	13,271	(12,826)
Inventories	(8,307)	(35,158)	(37,288)
Prepaid expenses and other current assets	(4,751)	(16,063)	7,668
Accounts payable and accrued expenses	(338)	(8,810)	(13,115)
Contract liabilities	(53,040)	(9,626)	64,087
Income taxes receivable and payable, net	5,861	(525)	557
Other, net	(3,612)	(1,586)	897
Net cash provided by (used in) operating activities	<u>63,815</u>	<u>61,674</u>	<u>108,483</u>
<b>Cash Flows from Investing Activities</b>			
Capital expenditures	(18,113)	(27,930)	(24,604)
Acquisition of businesses, net of cash acquired	—	(30,373)	—
Proceeds from the sale of investments	154,223	182,853	59,738
Payments for purchases of investments	(202,690)	(177,880)	(104,014)
Proceeds from sale of productive assets	2,033	—	—
Net cash provided by (used in) investing activities	<u>(64,547)</u>	<u>(53,330)</u>	<u>(68,880)</u>
<b>Cash Flows from Financing Activities</b>			
Restricted stock tax withholdings	(16,064)	(11,009)	(8,248)
Contingent consideration payments	(1,818)	(2,500)	—
Proceeds (net of tax withholdings) from option exercises and employee stock purchase plan	5,303	4,618	3,698
Proceeds from issuance of 2029 Notes, net of issuance costs	—	223,202	—
Extinguishment of convertible notes	—	(218,991)	—
Net cash provided by (used in) financing activities	<u>(12,579)</u>	<u>(4,680)</u>	<u>(4,550)</u>
Effect of exchange rate changes on cash and cash equivalents	10	(16)	(53)
Net increase (decrease) in cash, cash equivalents, and restricted cash	(13,301)	3,648	35,000
Cash, cash equivalents, and restricted cash - beginning of period	159,120	155,472	120,472
Cash, cash equivalents, and restricted cash - end of period	<u>\$ 145,819</u>	<u>\$ 159,120</u>	<u>\$ 155,472</u>
<b>Supplemental Disclosure of Cash Flow Information</b>			
Interest paid	\$ 9,501	\$ 11,781	\$ 10,139
Income taxes paid, net of refunds received	3,034	5,095	1,434
<b>Non-cash activities</b>			
Capital expenditures included in accounts payable and accrued expenses	4,395	4,388	2,285
Net transfer of inventory to property, plant and equipment	—	4,296	1,235
Right-of-use assets obtained in exchange for lease obligations	5,179	630	2,938

See accompanying Notes to the Consolidated Financial Statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**

**Note 1 — Significant Accounting Policies**

*(a) Description of Business*

Veeco Instruments Inc. (together with its consolidated subsidiaries, "Veeco," or the "Company") operates in a single segment: the development, manufacture, sales, and support of semiconductor and thin film process equipment primarily sold to make electronic devices.

*(b) Basis of Presentation*

The accompanying audited Consolidated Financial Statements of the Company have been prepared in accordance with United States generally accepted accounting principles ("GAAP"). The Company reports interim quarters on a 13 -week basis ending on the last Sunday of each period, which is determined at the start of each year. The Company's fourth quarter always ends on the last day of the calendar year, December 31. During 2024 the interim quarters ended on March 31, June 30, and September 29, and during 2023 the interim quarters ended on April 2, July 2, and October 1. The Company reports these interim quarters as March 31, June 30, and September 30 in its interim consolidated financial statements.

*(c) Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, these estimates may ultimately differ from actual results. Significant items subject to such estimates and assumptions include: (i) stand-alone selling prices for the Company's products and services; (ii) allowances for doubtful accounts; (iii) inventory obsolescence; (iv) the useful lives and expected future cash flows of property, plant, and equipment and identifiable intangible assets; (v) the fair value of the Company's reporting unit and related goodwill; (vi) investment valuations and the valuation of derivatives, deferred tax assets, and assets acquired in business combinations; (vii) the recoverability of long-lived assets; (viii) liabilities for product warranty and legal contingencies; (ix) share-based compensation; (x) lease term and incremental borrowing rates used in determining operating lease assets and liabilities; (xi) income tax uncertainties; (xii) purchase accounting estimates; and (xiii) contingent consideration estimates.

*(d) Principles of Consolidation*

The Consolidated Financial Statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions have been eliminated in consolidation. Companies acquired during each reporting period are reflected in the results of the Company effective from their respective dates of acquisition through the end of the reporting period.

*(e) Foreign Currencies*

Assets and liabilities of the Company's foreign subsidiaries that operate using functional currencies other than the U.S. dollar are translated using the exchange rates in effect at the balance sheet date. Results of operations are translated using monthly average exchange rates. Adjustments arising from the translation of the foreign currency financial statements of the Company's subsidiaries into U.S. dollars, including intercompany transactions of a long-term nature, are reported as currency translation adjustments in "Accumulated other comprehensive income" in the Consolidated Balance Sheets. Foreign currency transaction gains or losses are included in "Other operating expense (income), net" in the Consolidated Statements of Operations.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

*(f) Revenue Recognition*

Revenue is recognized upon the transfer of control of the promised product or service to the customer in an amount that reflects the consideration the Company expects to receive in exchange for such product or service. The Company's contracts with customers generally do not contain variable consideration. In the rare instances where variable consideration is included, the Company estimates the amount of variable consideration and determines what portion of that, if any, has a high probability of significant subsequent revenue reversal, and if so, that amount is excluded from the transaction price. The Company's contracts with customers frequently contain multiple deliverables, such as systems, upgrades, components, spare parts, installation, maintenance, and service plans. Judgment is required to properly identify the performance obligations within a contract and to determine how the revenue should be allocated among the performance obligations. The Company also evaluates whether multiple transactions with the same customer or related parties should be considered part of a single contract based on an assessment of whether the contracts or agreements are negotiated or executed within a short time frame of each other or if there are indicators that the contracts are negotiated in contemplation of one another.

When there are separate units of accounting, the Company allocates revenue to each performance obligation on a relative stand-alone selling price basis. The stand-alone selling prices are determined based on the prices at which the Company separately sells the systems, upgrades, components, spare parts, installation, maintenance, and service plans. For items that are not sold separately, the Company estimates stand-alone selling prices generally using an expected cost plus margin approach.

Most of the Company's revenue is recognized at a point in time when the performance obligation is satisfied. The Company considers many facts when evaluating each of its sales arrangements to determine the timing of revenue recognition, including its contractual obligations and the nature of the customer's post-delivery acceptance provisions. The Company's system sales arrangements, including certain upgrades, generally include field acceptance provisions that may include functional or mechanical test procedures. For many of these arrangements, a customer source inspection of the system is performed in the Company's facility, test data is sent to the customer documenting that the system is functioning to the agreed upon specifications prior to delivery, or other quality assurance testing is performed internally to ensure system functionality prior to shipment. Historically, such source inspection or test data replicates the field acceptance provisions that are performed at the customer's site prior to final acceptance of the system. When the Company objectively demonstrates that the criteria specified in the contractual acceptance provisions are achieved prior to delivery either through customer testing or the Company's historical experience of its tools meeting specifications, transfer of control of the product to the customer is considered to have occurred and revenue is recognized upon system delivery since there is no substantive contingency remaining related to the acceptance provisions at that date. For new products, new applications of existing products, or for products with substantive customer acceptance provisions where the Company cannot objectively demonstrate that the criteria specified in the contractual acceptance provisions have been achieved prior to delivery, revenue and the associated costs are deferred. The Company recognizes such revenue and costs upon obtaining objective evidence that the acceptance provisions can be achieved, assuming all other revenue recognition criteria have been met.

In certain cases, the Company's contracts with customers contain a billing retention, which is billed by the Company and payable by the customer when field acceptance provisions are completed. Revenue recognized in advance of the amount that has been billed is recorded as a Contract Asset on the Consolidated Balance Sheets.

The Company recognizes revenue related to maintenance and service contracts over time based upon the respective contract term. Installation revenue is recognized over time as the installation services are performed. The Company recognizes revenue from the sales of components, spare parts, and specified service engagements at a point in time, which is typically consistent with the time of delivery in accordance with the terms of the applicable sales arrangement.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The Company may receive advanced payments on system transactions. The timing of the transfer of goods or services related to the advanced payments is either at the discretion of the customer or expected to be within one year from the advanced receipt. As such, the Company does not adjust transaction prices for the time value of money. Incremental direct costs incurred related to the acquisition of a customer contract, such as sales commissions, are expensed as incurred since the expected performance period is one year or less.

The Company has elected to treat shipping and handling costs, including those costs incurred to move, package, and prepare the Company's products for shipment and to move the products to a customer's designated location, as a fulfillment activity, and the Company includes such costs in "Cost of sales" in the Consolidated Statements of Operations as incurred. These costs are generally comprised of payments to third-party shippers. Taxes assessed by governmental authorities that are collected by the Company from a customer are excluded from revenue.

*(g) Warranty Costs*

The Company typically provides standard warranty coverage on its systems for one year from the date of final acceptance by providing labor and parts necessary to repair the systems during the warranty period. The Company records the estimated warranty cost when revenue is recognized on the related system. Warranty cost is included in "Cost of sales" in the Consolidated Statements of Operations. The estimated warranty cost is based on the Company's historical experience with its systems and regional labor costs. The Company calculates the average service hours by region and parts expense per system utilizing actual service records to determine the estimated warranty charge. The Company updates its warranty estimates on a quarterly basis when the actual product performance or field expense differs from original estimates.

*(h) Research and Development Costs*

Research and development costs are expensed as incurred and include charges for the development of new technology and the transition of existing technology into new products or services.

*(i) Advertising Expense*

The cost of advertising is expensed as incurred and totaled \$ 0.4 million, \$ 0.4 million, and \$ 0.3 million for the years ended December 31, 2024, 2023, and 2022, respectively.

*(j) Accounting for Share-based Compensation*

Share-based awards exchanged for employee services are accounted for under the fair value method. Accordingly, share-based compensation cost is measured at the grant date based on the estimated fair value of the award. The expense for awards is recognized over the employee's requisite service period (generally the vesting period of the award). The Company has elected to treat awards with only service conditions and with graded vesting as one award. Consequently, the total compensation expense is recognized straight-line over the entire vesting period, so long as the compensation cost recognized at any date at least equals the portion of the grant date fair value of the award that is vested at that date. Additionally, the Company will make adjustments to compensation expense for forfeitures as they occur.

In addition to stock options, restricted share awards ("RSAs") and restricted stock units ("RSUs") with time-based vesting, the Company grants performance share units and awards ("PSUs" and "PSAs") that have either performance or market conditions. Compensation cost for PSUs and PSAs with market conditions is recognized over the requisite service period regardless of the expected level of achievement. For all PSUs and PSAs, the number of shares issued to the employee at the conclusion of the service period may vary from the original target based upon the level of attainment of the performance or market conditions.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The Company uses the Black-Scholes option-pricing model to compute the estimated fair value of option awards and purchase rights under the Employee Stock Purchase Plan. The Company uses a Monte Carlo simulation to compute the estimated fair value of awards with market conditions. The Black-Scholes model and Monte Carlo simulation include assumptions regarding dividend yields, expected volatility, expected option term, and risk-free interest rates. See Note 13, "Stock Plans," for additional information.

*(k) Income Taxes*

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rate is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will not be realized, which is dependent upon the generation of future taxable income.

*(l) Concentration of Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, investments, derivative financial instruments used in hedging activities, and accounts receivable. The Company invests in a variety of financial instruments and, by policy, limits the amount of credit exposure with any one financial institution or commercial issuer. Historically, the Company has not experienced any material credit losses on its investments.

The Company maintains an allowance reserve for potentially uncollectible accounts receivable for estimated losses resulting from the inability of its customers to make required payments. The Company evaluates its allowance for doubtful accounts based on a combination of factors. In circumstances where specific invoices are deemed to be uncollectible, the Company provides a specific allowance for bad debt against the amount due to reduce the net recognized receivable to the amount reasonably expected to be collected. The Company also provides allowances based on its write-off history. Finally, the Company also considers its current expectations of future economic conditions, when estimating its allowance for doubtful accounts. The allowance for doubtful accounts totaled \$ 1.0 million at both December 31, 2024 and 2023.

To further mitigate the Company's exposure to uncollectible accounts receivable, the Company may request certain customers provide a negotiable irrevocable letter of credit drawn on a reputable financial institution. These irrevocable letters of credit are typically issued to mature between zero and 90 days from the date the documentation requirements are met, typically when a system ships or upon receipt of final acceptance from the customer. The Company, at its discretion, may monetize these letters of credit on a non-recourse basis after they become negotiable but before maturity. The fees associated with the monetization are included in "Selling, general, and administrative" in the Consolidated Statements of Operations and were immaterial for the years ended December 31, 2024, 2023, and 2022.

*(m) Fair Value of Financial Instruments*

The carrying amounts of financial instruments, including cash equivalents, accounts receivable, accounts payable, and accrued expenses reflected in the consolidated financial statements approximate fair value due to their short-term maturities. The fair value of debt for footnote disclosure purposes, including current maturities, if any, is estimated using recently quoted market prices of the instrument, or if not available, a discounted cash flow analysis based on the estimated current incremental borrowing rates for similar types of instruments.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

*(n) Cash, Cash Equivalents, and Short-term Investments*

All financial instruments purchased with an original maturity of three months or less at the time of purchase are considered cash equivalents. Such items may include liquid money market funds, certificate of deposit and time deposit accounts, U.S. treasuries, government agency securities, and corporate debt. Investments that are classified as cash equivalents are carried at cost, which approximates fair value. The Company's cash and cash equivalents includes \$ 81.0 million and \$ 97.8 million of cash equivalents at December 31, 2024 and 2023, respectively.

A portion of the Company's cash and cash equivalents is held by its subsidiaries throughout the world, frequently in each subsidiary's respective functional currency, which is typically the U.S. dollar. Approximately 31 % and 29 % of cash and cash equivalents were maintained outside the United States at December 31, 2024 and 2023, respectively.

Short-term investments consist of marketable debt securities, and are generally classified as available-for-sale for use in current operations, if required, and are reported at fair value, with unrealized gains and losses, net of tax, presented as a separate component of stockholders' equity under the caption "Accumulated other comprehensive income" on the Consolidated Balance Sheets. These securities can include U.S. treasuries, government agency securities, corporate debt, and commercial paper, all with maturities of greater than three months when purchased. All realized gains and losses and unrealized losses resulting from declines in fair value that are other than temporary are included in "Other operating expense (income), net" in the Consolidated Statements of Operations. The specific identification method is used to determine the realized gains and losses on investments.

Non-marketable equity securities are equity securities without readily observable market prices and are included in "Other assets" in the Consolidated Balance Sheets. Non-marketable securities are measured at cost, adjusted for changes in observable prices minus impairment. Changes in fair value and impairment charges are included in "Other income (expense), net" in the Consolidated Statements of Operations.

*(o) Inventories*

Inventories are stated at the lower of cost and net realizable value, with cost determined on a first-in, first-out basis. Each quarter the Company assesses the valuation and recoverability of all inventories: materials (raw materials, spare parts, and service inventory); work-in-process; finished goods; and evaluation inventory at customer facilities. Obsolete inventory or inventory in excess of management's estimated usage requirement is written down to its estimated net realizable value if less than cost. The Company evaluates usage requirements by analyzing historical usage, anticipated demand, alternative uses of materials, and other qualitative factors. Unanticipated changes in demand for the Company's products may require a write down of inventory, which would be reflected in Cost of Sales in the Consolidated Statements of Operations in the period the revision is made. Inventory acquired as part of a business combination is recorded at fair value on the date of acquisition.

*(p) Business Combinations*

The Company allocates the fair value of the purchase consideration of the Company's acquisitions to the tangible assets, intangible assets, and liabilities assumed, based on estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Acquisition-related expenses are recognized separately from the business combination and are expensed as incurred. Additionally, the Company estimates the fair value of contingent consideration included as part of the purchase price by assigning probabilities and discount factors to each of the various defined performance milestones, while using a Monte-Carlo simulation model to determine the most likely outcome for payments to be based on value of orders received.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

*(q) Goodwill*

Goodwill is an asset representing the future economic benefits arising from assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is measured as the excess of the consideration transferred over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill is evaluated for impairment in the beginning of the fourth quarter of each year or more frequently if impairment indicators arise.

In testing goodwill for impairment, the Company may first perform a qualitative assessment of whether it is more likely than not that the reporting unit's fair value is less than its carrying amount, and, if so, the Company then quantitatively compares the fair value of the reporting unit to its carrying amount. If the fair value exceeds the carrying amount, goodwill is not impaired. If the carrying amount exceeds fair value, the Company then records an impairment loss equal to the difference, up to the carrying value of goodwill.

The Company determines the fair value of its reporting unit based on a reconciliation of the fair value of the reporting unit to the Company's adjusted market capitalization. The adjusted market capitalization is calculated by multiplying the average share price of the Company's common stock for the last ten trading days prior to the measurement date by the number of outstanding common shares and adding a control premium. The control premium is estimated using historical transactions in similar industries.

*(r) Long-lived Assets*

Long-lived intangible assets consist of purchased technology, customer relationships, patents, trademarks and tradenames, software licenses, and backlog and are initially recorded at fair value. Long-lived intangible assets are amortized over their estimated useful lives utilizing a method reflecting the pattern in which the economic benefits are consumed or straight-lined if such pattern cannot be reliably determined.

Property, plant, and equipment are recorded at cost. Depreciation expense is calculated based on the estimated useful lives of the assets by using the straight-line method. Amortization of leasehold improvements is recognized using the straight-line method over the shorter of the remaining lease term or the estimated useful lives of the improvements.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, a recoverability test is performed utilizing undiscounted cash flows expected to be generated by that asset or asset group compared to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models or, when available, quoted market values and third-party appraisals.

*(s) Leases*

The Company determines at contract inception if an arrangement is a lease, or contains a lease, of an identified asset for which the Company has the right to obtain substantially all of the economic benefits from its use and the right to direct its use. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term, while lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at lease commencement date based on the present value of lease payments over the lease term. The implicit discount rate in the Company's leases generally cannot readily be determined, and therefore the Company uses its incremental borrowing rate based on information available at lease commencement date in determining the present value of future payments. The Company has options to renew or terminate certain leases. These options are included in the determination of lease term when it is reasonably certain that the Company will exercise such options. The Company does not separate lease and non-lease components in determining ROU assets or lease liabilities

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

for real estate leases. Additionally, the Company does not recognize ROU assets or lease liabilities for leases with original terms or renewals of one year or less.

*(t) Recently Adopted Accounting Standards*

The Company adopted ASU 2023-07: Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures on December 31, 2024. This standard primarily enhances disclosures about significant segment expenses. The standard requires interim and annual disclosure of significant segment expenses that are regularly provided to the chief operating decision-maker (“CODM”) and included within the reported measure of a segment’s profit or loss, requires interim disclosures about a reportable segment’s profit and loss and assets that are currently required annually, requires disclosure of the position and title of the CODM, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss and contains other disclosure requirements. Refer to Note 16 for further details.

*(u) Recent Accounting Pronouncements Not Yet Adopted*

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires public entities to disclose consistent categories and greater disaggregation of information in the rate reconciliation and for income taxes paid. It also includes certain other amendments to improve the effectiveness of income tax disclosures. The guidance is effective for financial statements issued for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact of adoption on its consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, “Disaggregation of Income Statement Expenses (Subtopic 220-40),” to improve income statement expenses disclosure. The standard requires more detailed information related to the types of expenses, including (among other items) the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included within each interim and annual income statement’s expense caption, as applicable. This authoritative guidance can be applied prospectively or retrospectively and will be effective for financial statements issued for annual periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently in the process of evaluating the impact of adoption on its consolidated financial statements.

The Company is evaluating other pronouncements recently issued but not yet adopted. The adoption of these pronouncements is not expected to have a material impact on our consolidated financial statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Note 2 — Income (Loss) Per Share**

Basic income (loss) per share is calculated by dividing net income (loss) by the weighted average number of shares outstanding during the period. Diluted income per share is calculated by dividing net income (loss) available to common shareholders by the weighted average number of shares used to calculate basic income per share plus the weighted average number of common share equivalents outstanding during the period. The dilutive effect of outstanding options to purchase common stock and share-based awards is considered in diluted income per share by application of the treasury stock method. Finally, the Company includes the dilutive effect of shares issuable upon conversion of its Notes in the calculation of diluted income per share using the if-converted method. The Company has the option for the 2025 and 2027 Notes to settle the conversion value in any combination of cash or shares, and as such, the maximum number of shares issuable are included in the dilutive share count if the effect would be dilutive. The Company must settle the principal amount of the 2029 Notes in cash, and has the option to settle any excess of the conversion value over the principal amount in any combination of cash or shares. As such, the Company only includes the excess shares that may be issuable above the principal amount of the 2029 Notes in the dilutive share count, if the effect would be dilutive.

The computations of basic and diluted income (loss) per share for the years ended December 31, 2024, 2023, and 2022 are as follows:

	<b>For the year ended December 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
(in thousands, except per share amounts)			
<b>Numerator:</b>			
Net income (loss)	\$ 73,714	\$ ( 30,368 )	\$ 166,942
Interest expense associated with convertible notes	<u>2,054</u>	<u>—</u>	<u>10,832</u>
Net income (loss) available to common shareholders	\$ 75,768	\$ ( 30,368 )	\$ 177,774
<b>Denominator:</b>			
Basic weighted average shares outstanding	56,426	53,769	49,906
Effect of potentially dilutive share-based awards	1,010	—	734
Dilutive effect of convertible notes	<u>4,160</u>	<u>—</u>	<u>14,967</u>
Diluted weighted average shares outstanding	61,596	53,769	65,607
<b>Net income (loss) per common share:</b>			
Basic	\$ 1.31	\$ ( 0.56 )	\$ 3.35
Diluted	\$ 1.23	\$ ( 0.56 )	\$ 2.71
Common share equivalents excluded from the diluted weighted average shares outstanding since the Company incurred a net loss and their effect would be antidilutive	—	850	—
Potentially dilutive shares excluded from the diluted calculation as their effect would be antidilutive	111	212	815
Potential shares to be issued for settlement of the convertible notes excluded from the diluted calculation as their effect would be antidilutive	—	7,319	—

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Note 3 — Fair Value Measurements**

Fair value is the price that would be received for an asset or the amount paid to transfer a liability in an orderly transaction between market participants. The Company is required to classify certain assets and liabilities based on the following fair value hierarchy:

- Level 1: Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2: Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; and
- Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The Company has evaluated the estimated fair value of financial instruments using available market information and valuations as provided by third-party sources. The use of different market assumptions or estimation methodologies could have a significant effect on the estimated fair value amounts.

The following table presents the Company's assets that were measured at fair value on a recurring basis at December 31, 2024 and 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>				
	(in thousands)							
<b>December 31, 2024</b>								
<b>Cash equivalents</b>								
Certificate of deposits and time deposits	\$ 66,023	\$ —	\$ —	\$ 66,023				
Money market cash	15,003	—	—	15,003				
<b>Total</b>	<b><u>\$ 81,026</u></b>	<b><u>\$ —</u></b>	<b><u>\$ —</u></b>	<b><u>\$ 81,026</u></b>				
<b>Short-term investments</b>								
U.S. treasuries	\$ 84,032	\$ —	\$ —	\$ 84,032				
Government agency securities	—	30,167	—	30,167				
Corporate debt	—	83,051	—	83,051				
Commercial paper	—	1,469	—	1,469				
<b>Total</b>	<b><u>\$ 84,032</u></b>	<b><u>\$ 114,687</u></b>	<b><u>\$ —</u></b>	<b><u>\$ 198,719</u></b>				
<b>December 31, 2023</b>								
<b>Cash equivalents</b>								
Certificate of deposits and time deposits	\$ 74,262	\$ —	\$ —	\$ 74,262				
Corporate debt	—	1,988	—	1,988				
Money market cash	21,587	—	—	21,587				
<b>Total</b>	<b><u>\$ 95,849</u></b>	<b><u>\$ 1,988</u></b>	<b><u>\$ —</u></b>	<b><u>\$ 97,837</u></b>				
<b>Short-term investments</b>								
U.S. treasuries	\$ 59,493	\$ —	\$ —	\$ 59,493				
Government agency securities	—	41,818	—	41,818				
Corporate debt	—	35,409	—	35,409				
Commercial paper	—	9,944	—	9,944				
<b>Total</b>	<b><u>\$ 59,493</u></b>	<b><u>\$ 87,171</u></b>	<b><u>\$ —</u></b>	<b><u>\$ 146,664</u></b>				

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The Company's investments classified as Level 1 are based on quoted prices that are available in active markets, as well as certificates of deposits and time deposits that are classified as Level 1 due to their short-term nature. The Company's investments classified as Level 2 are valued using observable inputs to quoted market prices, benchmark yields, reported trades, broker/dealer quotes, or alternative pricing sources with reasonable levels of price transparency.

**Note 4 — Investments**

At December 31, 2024 and 2023 the amortized cost and fair value of marketable securities, which are included in "Short-term investments" on the Consolidated Balance Sheets, were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(in thousands)				
<b>December 31, 2024</b>				
U.S. treasuries	\$ 84,008	\$ 45	\$ (21)	\$ 84,032
Government agency securities	30,244	13	(90)	30,167
Corporate debt	83,209	17	(175)	83,051
Commercial paper	1,469	—	—	1,469
<b>Total</b>	<b><u>\$ 198,930</u></b>	<b><u>\$ 75</u></b>	<b><u>\$ (286)</u></b>	<b><u>\$ 198,719</u></b>
<b>December 31, 2023</b>				
U.S. treasuries	\$ 59,541	\$ 3	\$ (51)	\$ 59,493
Government agency securities	41,843	6	(31)	41,818
Corporate debt	35,447	9	(47)	35,409
Commercial paper	9,944	—	—	9,944
<b>Total</b>	<b><u>\$ 146,775</u></b>	<b><u>\$ 18</u></b>	<b><u>\$ (129)</u></b>	<b><u>\$ 146,664</u></b>

Available-for-sale securities in a loss position at December 31, 2024 and 2023 were as follows:

	Continuous Loss Position for Less than 12 Months		Continuous Loss Position for 12 Months or More	
	Estimated Fair Value	Gross Losses	Estimated Fair Value	Gross Losses
	(in thousands)			
<b>December 31, 2024</b>				
U.S. treasuries	\$ 26,756	\$ (21)	\$ —	\$ —
Government agency securities	20,062	(90)	—	—
Corporate debt	58,967	(175)	—	—
<b>Total</b>	<b><u>\$ 105,785</u></b>	<b><u>\$ (286)</u></b>	<b><u>\$ —</u></b>	<b><u>\$ —</u></b>
<b>December 31, 2023</b>				
U.S. treasuries	\$ 43,118	\$ (50)	\$ —	\$ —
Government agency securities	34,885	(31)	—	—
Corporate debt	23,262	(33)	2,618	(15)
<b>Total</b>	<b><u>\$ 101,265</u></b>	<b><u>\$ (114)</u></b>	<b><u>\$ 2,618</u></b>	<b><u>\$ (15)</u></b>

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The contractual maturities of securities classified as available-for-sale at December 31, 2024 were as follows:

	<b>December 31, 2024</b>	
	<b>Amortized Cost</b>	<b>Estimated Fair Value</b>
(in thousands)		
Due in one year or less	\$ 143,688	\$ 143,696
Due after one year through two years	55,242	55,023
<b>Total</b>	<b>\$ 198,930</b>	<b>\$ 198,719</b>

Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The realized gains or losses for the years ended December 31, 2024, 2023, and 2022 were immaterial.

**Note 5 — Business Combination**

*Epiluvac*

On January 31, 2023, the Company acquired Epiluvac AB, a privately held manufacturer of chemical vapor deposition (CVD) epitaxy systems that enable silicon carbide (SiC) applications in the electric vehicle market. The results of Epiluvac's operations have been included in the consolidated financial statements since the date of acquisition.

The acquisition date fair value of the consideration totaled \$ 56.4 million, net of cash acquired, which consisted of the following:

	<b>Acquisition Date</b>
	<b>(January 31, 2023)</b>
(in thousands)	
Cash paid, net of cash acquired	\$ 30,373
Contingent consideration	26,055
<b>Acquisition date fair value</b>	<b>\$ 56,428</b>

The purchase agreement included performance milestones that, if achieved, could trigger additional payments to the original selling shareholders. The contingent arrangements include payments up to \$ 15.0 million based on the timely completion of certain defined milestones tied to strategic targets, and up to \$ 20.0 million based on the percentage of orders received during the defined earn-out period. The earn-out period is four years after the closing date of the acquisition, or earlier if certain conditions are met.

The Company estimated the fair value of the contingent consideration by assigning probabilities and discount factors to each of the various defined performance milestones, while using a Monte-Carlo simulation model to determine the most likely outcome for payments to be based on the value of orders received. These fair value measurements are based on significant inputs not observable in the market and thus represent a Level 3 measurement as defined in ASC 820. The discount rate used was 5.54 % for the strategic target and order value related contingent payments. The rate was determined based on the nature of the milestone, the risks and uncertainties involved and the time period until the milestone was measured. The determination of the various probabilities and discount factors is highly subjective, requires significant judgment and is influenced by a number of factors, including the adoption of SiC technology. The aggregate fair value of the contingent consideration arrangement at the acquisition date was \$ 26.1 million.

[Table of Contents](#)

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

	Acquisition Date (January 31, 2023)
	(in thousands)
Accounts receivable	\$ 247
Inventories	391
Prepaid expense and other current assets	381
Property, plant, and equipment	736
Intangible assets	<u>28,540</u>
Total identifiable assets acquired	30,295
Accounts payable and accrued expenses	656
Contract liabilities	429
Deferred income taxes	5,723
Other liabilities	<u>80</u>
Total liabilities assumed	6,888
Net identifiable assets acquired	23,407
Goodwill	<u>33,021</u>
Net assets acquired	<u>\$ 56,428</u>

The gross contractual value of the acquired accounts receivable is the amount expected to be collected by the Company, and therefore is also considered its fair value. Goodwill generated from the acquisition is primarily attributed to expected synergies from future growth and strategic advantages provided through the expansion of product offerings as well as assembled workforce and is not expected to be deductible for income tax purposes.

The classes of intangible assets acquired, and the estimated useful life of each class is presented in the table below:

	Acquisition Date (January 31, 2023)	
	Amount	Useful life
	(in thousands)	
Technology	\$ 28,020	15 years
Customer relationships	460	5 years
Backlog	60	1.5 years
Intangible assets acquired	<u>\$ 28,540</u>	

The Company determined the estimated fair value of the identifiable intangible assets based on various factors including cost, discounted cash flow, income method, loss-of-revenue/income method, and relief-from-royalty method in determining the purchase price allocation.

For the year ended December 31, 2023, the Company incurred approximately \$ 1.1 million of acquisition related costs, included within "Selling, general, and administrative" in the Consolidated Statement of Operations. Additionally, the pro forma Consolidated Statement of Operations as if Epiluvac had been acquired as of January 1, 2022 would not be materially different from the Company's actual Consolidated Statement of Operations for the years ended December 31, 2024, 2023, or 2022.

During the fourth quarter of 2024, the Company lowered its projected cash flows for the Epiluvac asset group as a result of the Company's market penetration not meeting expectations associated with the SiC technology, and determined that the revised projections were significantly lower than projected cash flows at the time of the acquisition and that these

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

revised projections required the Company to assess the Epiluvac asset group for impairment. See Note 8, "Goodwill and Intangible Assets," for additional information.

Additionally, the Company updates its estimate of fair value of the contingent consideration each reporting period, utilizing the same methodologies described above. The discount rate used was 5.4 % at December 31, 2024 for the strategic target and order value related contingent payments. During the year ended December 31, 2024, the Company reduced the contingent consideration by approximately \$ 21.2 million as a result of the lowered projected bookings, the benefit for which was included within "Other operating expense (income) net" in the Consolidated Statement of Operations. Additionally, during the year ended December 31, 2024, the Company paid \$ 1.8 million to the original selling shareholders associated with the settlement of a strategic target milestone. The total contingent consideration liability as of December 31, 2024 was \$ 1.2 million, of which \$ 0.7 million was included in "Accrued expenses and other current liabilities" and \$ 0.5 million was included within "Other liabilities" on the Consolidated Balance Sheet.

**Note 6 — Inventories**

Inventories are stated at the lower of cost and net realizable value, with cost determined on a first-in, first-out basis. Inventories consist of the following:

	<u>December 31,</u>	<u>December 31,</u>
	<u>2024</u>	<u>2023</u>
(in thousands)		
Materials	\$ 129,178	\$ 139,884
Work-in-process	88,361	71,278
Finished goods	3,016	6,183
Evaluation inventory	26,180	20,290
<b>Total</b>	<b><u>\$ 246,735</u></b>	<b><u>\$ 237,635</u></b>

**Note 7 — Property, Plant, and Equipment**

Property, plant, and equipment, net, consist of the following:

	<u>December 31,</u>	<u>December 31,</u>	Average Useful Life
	<u>2024</u>	<u>2023</u>	
(in thousands)			
Land	\$ 5,061	\$ 5,061	N/A
Building and improvements	61,504	61,679	10 – 40 years
Machinery and equipment <sup>(1)</sup>	190,810	181,180	3 – 10 years
Leasehold improvements	53,759	52,913	3 – 17 years
<b>Gross property, plant, and equipment</b>	<b>311,134</b>	<b>300,833</b>	
Less: accumulated depreciation and amortization	197,345	182,374	
<b>Property, plant, and equipment, net</b>	<b><u>\$ 113,789</u></b>	<b><u>\$ 118,459</u></b>	

(1) Machinery and equipment includes software, furniture, and fixtures

Depreciation expense was \$ 18.2 million, \$ 16.5 million, and \$ 15.6 million for the years ended December 31, 2024, 2023, and 2022, respectively.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Note 8 — Goodwill and Intangible Assets**

Goodwill represents the future economic benefits arising from assets acquired in a business combination that are not individually identified and separately recognized. There were no changes in goodwill balances during the year ended December 31, 2024.

The Company performs its annual goodwill impairment test at the beginning of the fourth quarter each year. As the Company maintains a single goodwill reporting unit, it determines the fair value of its reporting unit based upon the Company's adjusted market capitalization. The annual test performed at the beginning of the fourth quarter of fiscal 2024, 2023, and 2022 did not result in any potential impairment as the fair value of the reporting unit was determined to exceed the carrying amount of the reporting unit.

The valuation of goodwill will continue to be subject to changes in the Company's market capitalization and observable market control premiums. This analysis is sensitive to changes in the Company's stock price and absent other qualitative factors, the Company may be required to record goodwill impairment charges in future periods if the stock price declines and remains depressed for an extended period of time.

The components of purchased intangible assets were as follows:

	Average Remaining Amortization Period (in years)	December 31, 2024				December 31, 2023							
		Accumulated		Accumulated									
		Gross Carrying Amount	Amortization and Impairment	Gross Carrying Amount	Amortization and Impairment								
		(in thousands)				(in thousands)							
Technology	1.3	\$ 355,928	\$ 354,066	\$ 1,862	\$ 355,928	\$ 321,923	\$ 34,005						
Customer relationships	4.3	146,925	139,955	6,970	146,925	137,649	9,276						
Trademarks and tradenames	-	30,910	30,910	—	30,910	30,269	641						
Other	-	3,746	3,746	—	3,746	3,723	23						
<b>Total</b>	<b>3.7</b>	<b>\$ 537,509</b>	<b>\$ 528,677</b>	<b>\$ 8,832</b>	<b>\$ 537,509</b>	<b>\$ 493,564</b>	<b>\$ 43,945</b>						

Other intangible assets primarily consist of patents, licenses, and backlog.

During the fourth quarter of 2024, the Company lowered its projected cash flows for the Epiluvac asset group, which were significantly below the projected cash flows at the time of the acquisition. The reduced projections were based on the Company's market penetration not meeting expectations associated with the SiC technology. This required the Company to assess the Epiluvac asset group for impairment. As a result of the analysis, which included projected sales and other cash flows that required the use of unobservable inputs, the Company recorded a non-cash impairment charge of \$ 28.1 million related to definite-lived intangible assets during the fourth quarter of 2024. The impairment charge is included in "Asset impairment" in the Consolidated Statement of Operations.

Based on the intangible assets recorded at December 31, 2024, and assuming no subsequent additions to or impairment of the underlying assets, the remaining estimated annual amortization expense, is expected to be as follows:

	<u>Amortization</u> (in thousands)
2025	\$ 3,136
2026	2,134
2027	1,550
2028	1,481
2029	531
<b>Total</b>	<b><u>\$ 8,832</u></b>

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Note 9 — Accrued Expenses and Other Liabilities**

The components of accrued expenses and other current liabilities were as follows:

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
	(in thousands)	
Payroll and related benefits	\$ 30,398	\$ 28,321
Warranty	9,740	8,864
Operating lease liabilities	3,757	4,025
Interest	1,198	1,149
Professional fees	1,969	1,834
Sales, use, and other taxes	1,539	1,825
Contingent consideration	702	1,814
Other	5,892	9,792
<b>Total</b>	<b>\$ 55,195</b>	<b>\$ 57,624</b>

*Contract Liabilities and Performance Obligations*

Contract liabilities consist of unsatisfied performance obligations related to advanced payments received and billing in excess of revenue recognized. The contract liability balance as of December 31, 2023 was approximately \$ 118.0 million, of which the Company recognized approximately \$ 97.0 million into revenue during the year ended December 31, 2024.

This reduction in contract liabilities was offset by new billings for products and services which were unsatisfied performance obligations to customers and revenue had not yet been recognized as of December 31, 2024.

As of December 31, 2024, the Company has approximately \$ 57.0 million of remaining performance obligations on contracts with an original estimated duration of one year or more, of which approximately 77 % is expected to be recognized within one year , with the remaining amounts expected to be recognized between one to three years . The Company has elected to exclude disclosures regarding remaining performance obligations that have an original expected duration of one year or less.

*Other liabilities*

Other Liabilities at December 31, 2024 was approximately \$ 3.8 million, which included medical and dental benefits for former executives, asset retirement obligations, contingent consideration, and tax liabilities.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Note 10 — Commitments and Contingencies**

*Warranty*

Changes in the Company's product warranty reserves were as follows:

	December 31,		
	2024	2023	2022
	(in thousands)		
<b>Balance - beginning of the year</b>	\$ 8,864	\$ 8,601	\$ 7,878
Warranties issued	6,160	6,479	8,304
Addition from Epiluvac acquisition	—	49	—
Consumption of reserves	( 6,148 )	( 7,029 )	( 7,527 )
Changes in estimate	864	764	( 54 )
<b>Balance - end of the year</b>	<u>\$ 9,740</u>	<u>\$ 8,864</u>	<u>\$ 8,601</u>

*Minimum Lease Commitments*

The Company's operating leases primarily include real estate leases for properties used for manufacturing, R&D activities, sales and service, and administration, as well as certain equipment leases. Some leases may include options to renew for a period of up to 5 years, while others may include options to terminate the lease. The weighted average remaining lease term of the Company's operating leases as of December 31, 2024 was 11 years, and the weighted average discount rate used in determining the present value of future lease payments was 5.7%.

The following table provides the maturities of lease liabilities at December 31, 2024:

	Operating Leases
	(in thousands)
<b>Payments due by period:</b>	
2025	\$ 4,387
2026	5,049
2027	4,566
2028	4,196
2029	4,295
Thereafter	<u>30,616</u>
Total future minimum lease payments	53,109
Less: Imputed interest	( 15,034 )
<b>Total</b>	<u><u>\$ 38,075</u></u>
<b>Reported as of December 31, 2024</b>	
Accrued expenses and other current liabilities	\$ 3,757
Long-term operating lease liabilities	34,318
<b>Total</b>	<u><u>\$ 38,075</u></u>

Operating lease cost for the years ended December 31, 2024, 2023, and 2022 was \$ 4.8 million, \$ 5.0 million, and \$ 7.4 million, respectively. Variable lease expense, which includes costs not included in the operating lease costs, for the years ended December 31, 2024, 2023, and 2022 was \$ 1.3 million, \$ 1.1 million, and \$ 2.0 million, respectively. Additionally, the Company has an immaterial amount of short-term leases. Lease expense, which includes operating lease costs and variable lease costs, was \$ 6.1 million, \$ 6.1 million, and \$ 9.4 million for the years ended December 31, 2024, 2023, and 2022, respectively. In addition, the Company is obligated under such leases for certain other expenses, including real

[Table of Contents](#)

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

estate taxes and insurance. Operating cash outflows from operating leases for the year ended December 31, 2024, 2023, and 2022 were \$ 6.8 million, \$ 5.8 million, and \$ 7.5 million, respectively.

*Legal Proceedings*

The Company is involved in various legal proceedings arising in the normal course of business. The Company does not believe that the ultimate resolution of these matters will have a material adverse effect on its consolidated financial position, results of operations, or cash flows.

*Concentrations of Credit Risk*

The Company depends on purchases from its ten largest customers, which accounted for 63 % and 65 % of net accounts receivable at December 31, 2024 and 2023, respectively.

Customers who accounted for more than 10% of net accounts receivable or net sales are as follows:

Customer	Accounts Receivable		Net Sales		
	December 31, 2024	2023	For the Year Ended December 31, 2024	2023	2022
Customer A	11 %	10 %	11 %	*	*
Customer B	* %	11 %	*	*	*
Customer C	13 %	*	11 %	*	*
Customer D	13 %	*	*	*	*
Customer E	11 %	*	*	*	*
Customer F	*	*	*	10 %	*

\* Less than 10% of aggregate accounts receivable or net sales

The Company manufactures and sells its products to companies in different geographic locations. Refer to Note 16, "Segment Reporting and Geographic Information," for additional information. In certain instances, the Company requires deposits from its customers for a portion of the sales price in advance of shipment and performs periodic credit evaluations on its customers. Where appropriate, the Company requires letters of credit on certain non-U.S. sales arrangements. Receivables generally are due within 30 to 90 days from the date of invoice. In some geographies, receivables may be payable up to 150 days from the date of the invoice.

*Receivable Purchase Agreement*

The Company entered into a receivable purchase agreement with a financial institution to sell certain of its trade receivables from customers without recourse, up to \$ 30.0 million at any point in time. Pursuant to this agreement, the Company sold \$ 8.0 million of receivables during the year ended December 31, 2024, of which no amounts remained outstanding as of December 31, 2024 as defined in the receivable purchase agreement, and \$ 30.0 million was available under the agreement for additional sales of receivables. The Company sold \$ 32.7 million of receivables during the year ended December 31, 2023. The net sale of accounts receivable under the agreement is reflected as a reduction of accounts receivable in the Company's Consolidated Balance Sheet at the time of sale and any fees for the sale of trade receivables were not material for the periods presented.

*Suppliers*

The Company outsources certain functions to third parties, including the manufacture of several of its systems. While the Company relies on its outsourcing partners to perform their contracted functions, the Company maintains some level of internal manufacturing capability for these systems. In addition, certain of the components and sub-assemblies included in the Company's products are obtained from a single source or a limited group of suppliers. The failure of the

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

Company's present outsourcing partners and suppliers to meet their contractual obligations and the Company's inability to make alternative arrangements or resume the manufacture of these systems could have a material adverse effect on the Company's revenues, profitability, cash flows, and relationships with its customers.

The Company had deposits with its suppliers of \$ 18.7 million and \$ 19.4 million at December 31, 2024 and 2023, respectively, that were included in "Prepaid expenses and other current assets" on the Consolidated Balance Sheets.

*Purchase Commitments*

The Company had purchase commitments of \$ 177.4 million at December 31, 2024, the majority of which will come due within one year. Purchase commitments are primarily for inventory used in manufacturing products, as well as equipment and project materials used to support research and development activities, and are partially offset by existing deposits with suppliers.

*Bank Guarantees*

The Company has bank guarantees and letters of credit issued by a financial institution on its behalf as needed. At December 31, 2024, outstanding bank guarantees and letters of credit totaled \$ 18.1 million and unused bank guarantees and letters of credit of \$ 21.6 million were available to be drawn upon.

**Note 11 — Debt**

*Convertible Senior Notes*

*2023 Notes*

On January 10, 2017, the Company issued \$ 345.0 million of 2.70 % convertible senior unsecured notes due 2023 (the "2023 Notes"). The 2023 Notes had a maturity date of January 15, 2023, unless earlier purchased by the Company, redeemed, or converted. The Company repurchased and retired approximately \$ 111.5 million and \$ 213.3 million of aggregate principal amount of its outstanding 2023 Notes during the years ended December 31, 2021 and December 31, 2020, respectively.

The 2023 Notes that remained outstanding matured on January 15, 2023 and were paid in cash and settled by the Company at that time.

*2025 Notes*

On November 17, 2020, as part of a privately negotiated exchange agreement, the Company issued \$ 132.5 million of 3.50 % convertible senior notes due 2025 (the "2025 Notes"). The 2025 Notes bear interest at a rate of 3.50 % per year, payable semiannually in arrears on January 15 and July 15 of each year, commencing on July 15, 2021. The 2025 Notes mature on January 15, 2025, unless earlier purchased by the Company, redeemed, or converted.

On May 19, 2023, in connection with the completion of a private offering of \$ 230.0 million aggregate principal amount of 2.875 % convertible senior notes due 2029 described below, the Company repurchased and retired approximately \$ 106.0 million in aggregate principal amount of its outstanding 2025 Notes, with a carrying amount of \$ 105.4 million, for approximately \$ 106.0 million of cash and 0.7 million shares of the Company's common stock. The Company accounted for the partial settlement of the 2025 Notes as an extinguishment, and as such, recorded a loss on extinguishment of approximately \$ 16.5 million for the year ended December 31, 2023, which is included in "Other income (expense), net" in the Consolidated Statements of Operations.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The 2025 Notes that remained outstanding matured on January 15, 2025 and were settled through the issuance of 1.1 million shares of the Company's common stock to the noteholders.

**2027 Notes**

On May 18, 2020, the Company completed a private offering of \$ 125.0 million of 3.75 % convertible senior notes due 2027 (the "2027 Notes"). The Company received net proceeds of approximately \$ 121.9 million, after deducting underwriting discounts and fees and expenses payable by the Company. Additionally, the Company used approximately \$ 10.3 million of cash to purchase capped calls, discussed below. The 2027 Notes bear interest at a rate of 3.75 % per year, payable semiannually in arrears on June 1 and December 1 of each year, commencing on December 1, 2020. The 2027 Notes mature on June 1, 2027, unless earlier purchased by the Company, redeemed, or converted.

On May 19, 2023, in connection with the completion of a private offering of \$ 230.0 million aggregate principal amount of 2.875 % convertible senior notes due 2029 described below, the Company repurchased and retired approximately \$ 100.0 million in aggregate principal amount of its outstanding 2027 Notes, with a carrying amount of \$ 98.5 million, for approximately \$ 92.8 million of cash and 3.8 million shares of the Company's common stock. The Company accounted for the partial settlement of the 2027 Notes as an extinguishment, and as such, recorded a loss on extinguishment of approximately \$ 80.6 million for the year ended December 31, 2023, which is included in "Other income (expense), net" in the Consolidated Statements of Operations.

**2029 Notes**

On May 19, 2023, the Company completed a private offering of \$ 230.0 million of 2.875 % convertible senior notes due 2029 (the "2029 Notes"). The Company received net proceeds of approximately \$ 223.2 million, after deducting underwriting discounts and fees and expenses payable by the Company. Additionally, the Company used approximately \$ 198.8 million of net proceeds from the offering to fund the cash portion of the 2025 Notes and 2027 Notes extinguishments described above and retained the remainder for general corporate purposes. The 2029 Notes bear interest at a rate of 2.875 % per year, payable semiannually in arrears on June 1 and December 1 of each year, commencing on December 1, 2023. The 2029 Notes mature on June 1, 2029, unless earlier purchased by the Company, redeemed, or converted. The Company will settle any conversions of the 2029 Notes by paying cash up to the aggregate principal amount of the 2029 Notes to be converted, and paying or delivering either cash, shares of the Company's stock, or a combination of cash and shares of common stock at the Company's election, in respect of the remainder, if any, of the conversion obligation in excess of the aggregate principal amount of the 2029 Notes being converted.

The 2025 Notes, 2027 Notes, and 2029 Notes (collectively, the "Notes") are unsecured obligations of Veeco and rank senior in right of payment to any of Veeco's subordinated indebtedness; equal in right of payment to all of Veeco's unsecured indebtedness that is not subordinated; effectively subordinated in right of payment to any of Veeco's secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally subordinated to all indebtedness and other liabilities (including trade payables) of Veeco's subsidiaries. The Notes are recorded as a single unit within liabilities in the consolidated balance sheets as the conversion features within the Notes are not derivatives that require bifurcation and the Notes do not involve a substantial premium. Transaction costs of \$ 9.2 million, \$ 1.9 million, \$ 3.1 million, and \$ 6.8 million incurred in connection with the issuance of the 2023 Notes, 2025 Notes, 2027 Notes, and 2029 Notes, respectively, were recorded as direct deductions from the related debt liabilities and recognized as non-cash interest expense using the effective interest method over the expected terms of the Notes.

The Company may redeem for cash, at its option, all or any portion of (i) the outstanding 2025 Notes at any time on or after January 15, 2023, (ii) the outstanding 2027 Notes at any time on or after June 6, 2024 and/or (iii) the outstanding 2029 Notes at any time on or after June 8, 2026, in each case, at a redemption price equal to 100 % of the principal amount of such Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date, if the last reported sale price of the common stock has been at least 130 % of the conversion price for the applicable series of Notes then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

(including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides the redemption notice. Upon the Company's notice of redemption, holders may elect to convert their Notes based on the conversion rates and criteria outlined below.

The Notes are convertible at the option of the holders upon the satisfaction of specified conditions and during certain periods as described below. The initial conversion rates are 41.6667 , 71.5372 , and 34.21852 shares of the Company's common stock per \$ 1,000 principal amount of the 2025 Notes, 2027 Notes, and 2029 Notes, respectively, representing initial effective conversion prices of \$ 24.00 , \$ 13.98 , and \$ 29.22 per share of common stock, respectively. The conversion rates may be subject to adjustment upon the occurrence of certain specified events.

Holders may convert all or any portion of their notes, in multiples of one thousand dollar principal amount, at their option at any time prior to the close of business on the business day immediately preceding October 15, 2024 with respect to the 2025 Notes, October 1, 2026 with respect to the 2027 Notes, and February 1, 2029, with respect to the 2029 Notes, only under the following circumstances:

- (i) During any calendar quarter (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130 % of the conversion price on each applicable trading day;
- (ii) During the five consecutive business day period after any five consecutive trading day period (the "measurement period") in which the trading price per one thousand dollar principal amount of Notes for each trading day of the measurement period was less than 98 % of the product of the last reported sale price of Veeco's common stock and the conversion rate on each such trading day;
- (iii) If the Company calls any or all of applicable series of the Notes for redemption at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or
- (iv) Upon the occurrence of specified corporate events.

For the calendar quarter ended December 31, 2024, the last reported sales price of common stock during the 30 consecutive trading days, based on the criteria outlined in (i) above, was greater than 130 % of the conversion price of the 2027 Notes, and as such the 2027 Notes are convertible by the holders and callable by the Company until March 31, 2025.

Holders may convert their notes at any time, regardless of the foregoing circumstances, on or after October 15, 2024 with respect to the 2025 Notes, October 1, 2026 with respect to the 2027 Notes, and February 1, 2029 with respect to the 2029 Notes, until the close of business on the business day immediately preceding the respective maturity date.

The carrying values of the Notes are as follows:

	December 31, 2024			December 31, 2023		
	Principal Amount	Unamortized transaction costs	Net carrying value	Principal Amount	Unamortized transaction costs	Net carrying value
		(in thousands)				
2025 Notes	\$ 26,500	\$ ( 4 )	\$ 26,496	\$ 26,500	\$ ( 102 )	\$ 26,398
2027 Notes	25,000	( 223 )	24,777	25,000	( 313 )	24,687
2029 Notes	230,000	( 5,075 )	224,925	230,000	( 6,144 )	223,856
<b>Net carrying value</b>	<b>\$ 281,500</b>	<b>\$ ( 5,302 )</b>	<b>\$ 276,198</b>	<b>\$ 281,500</b>	<b>\$ ( 6,559 )</b>	<b>\$ 274,941</b>

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

Total interest expense related to the Notes is as follows:

	For the year ended December 31,		
	2024	2023	2022
	(in thousands)		
<b>Cash Interest Expense</b>			
Coupon interest expense - 2023 Notes	\$ —	\$ 23	\$ 545
Coupon interest expense - 2025 Notes	928	2,360	4,637
Coupon interest expense - 2027 Notes	938	2,385	4,688
Coupon interest expense - 2029 Notes	6,613	4,078	—
<b>Non-cash Interest Expense</b>			
Amortization of debt discount/transaction costs- 2023 Notes	—	4	97
Amortization of debt discount/transaction costs- 2025 Notes	98	240	457
Amortization of debt discount/transaction costs- 2027 Notes	90	220	408
Amortization of debt discount/transaction costs- 2029 Notes	1,069	654	—
<b>Total Interest Expense</b>	<b>\$ 9,736</b>	<b>\$ 9,964</b>	<b>\$ 10,832</b>

The Company determined the 2025 Notes, 2027 Notes, and 2029 Notes are Level 2 liabilities in the fair value hierarchy and had estimated fair values at December 31, 2024 of \$ 30.3 million, \$ 49.5 million, and \$ 277.4 million, respectively.

*Capped Call Transactions*

In connection with the offering of the 2027 Notes, on May 13, 2020, the Company entered into privately negotiated capped call transactions (the "Capped Call Transactions"), pursuant to capped call confirmations, covering the total principal amount of the 2027 Notes for an aggregate premium of \$ 10.3 million. The Capped Call Transactions are expected generally to reduce the potential dilution to the Company's common stock upon any conversion of the 2027 Notes and/or offset any cash payments the Company is required to make in excess of the aggregate principal amount of converted 2027 Notes, as the case may be, with such reduction and/or offset subject to a cap based on the capped price of the Capped Call Transactions. The Capped Call Transactions exercise price is equal to the initial conversion price of the 2027 Notes, and the capped price of the Capped Call Transactions is approximately \$ 18.46 per share and is subject to certain adjustments under the terms of the capped call confirmations.

The Capped Call Transactions are separate transactions entered into by the Company with the capped call counterparties, are not part of the terms of the 2027 Notes and do not change the holders' rights under the 2027 Notes. Holders of the 2027 Notes do not have any rights with respect to the Capped Call Transactions. The cost of the Capped Call Transactions is not expected to be tax-deductible as the Company did not elect to integrate the Capped Call Transactions into the 2027 Notes for tax purposes. The Company used a portion of the net proceeds from the offering of the 2027 Notes to pay for the Capped Call Transactions, and the cost of the Capped Call Transactions was recorded as a reduction of the Company's additional paid-in capital in the accompanying consolidated financial statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

*Revolving Credit Facility*

On December 16, 2021, the Company entered into a loan and security agreement providing for a senior secured revolving credit facility in an aggregate principal amount of \$ 150 million (the "Credit Facility"), including a \$ 15 million letter of credit sublimit. The Credit Facility is guaranteed by the Company's direct material U.S. subsidiaries, subject to customary exceptions. Borrowings under the Credit Facility are secured by a first-priority lien on substantially all of the assets of the Company, subject to customary exceptions. The Credit Facility has a term of five years maturing on December 16, 2026. Subject to certain conditions and the receipt of commitments from the lenders, the Loan and Security Agreement allows for revolving commitments under the Credit Facility to be increased by up to \$ 75 million. The existing lenders under the Credit Facility are entitled, but not obligated, to provide such incremental commitments. On August 2, 2024, lenders increased the Credit Facility by \$ 75 million, and as such the total available under the revised Credit Facility is \$ 225 million.

Borrowings will bear interest at a floating rate which can be, at the Company's option, either (a) an alternate base rate plus an applicable rate ranging from 0.50 % to 1.25 % or (b) a SOFR rate (with a floor of 0.00 %) for the specified interest period plus an applicable rate ranging from 1.50 % to 2.25 %, in each case, depending on the Company's Secured Net Leverage Ratio (as defined in the Loan and Security Agreement). The Company will pay an unused commitment fee ranging from 0.25 % to 0.35 % based on unused capacity under the Credit Facility and the Company's Secured Net Leverage Ratio. The Company may use the proceeds of borrowings under the Credit Facility to pay transaction fees and expenses, provide for its working capital needs and reimburse drawings under letters of credit and for other general corporate purposes.

The Loan and Security Agreement contains customary affirmative covenants for transactions of this type, including, among others, the provision of financial and other information to the administrative agent, notice to the administrative agent upon the occurrence of certain material events, preservation of existence, maintenance of properties and insurance, compliance with laws, including environmental laws, the provision of additional guarantees, and an affiliate transactions covenant, subject to certain exceptions. The Loan and Security Agreement contains customary negative covenants, including, among others, restrictions on the ability to merge and consolidate with other companies, incur indebtedness, refinance our existing convertible notes, grant liens or security interests on assets, make investments, acquisitions, loans, or advances, pay dividends, and sell or otherwise transfer assets.

The Loan and Security Agreement contains financial maintenance covenants that require the Borrower to maintain an Interest Coverage Ratio (as defined in the Loan and Security Agreement) of not less than 3.00 to 1.00, a Total Net Leverage Ratio (as defined in the Loan and Security Agreement) of not more than 4.50 to 1.00, and a Secured Net Leverage Ratio (as defined in the Loan and Security Agreement) of not more than 2.50 to 1.00, in each case, tested at the end of each fiscal quarter commencing with the fiscal quarter ending March 31, 2024. The Loan and Security Agreement also provides for a number of customary events of default, including, among others: payment defaults to the lenders; voluntary and involuntary bankruptcy proceedings; covenant defaults; material inaccuracies of representations and warranties; certain change of control events; material money judgments; and other customary events of default. The occurrence of an event of default could result in the acceleration of obligations and the termination of lending commitments under the Loan and Security Agreement.

No amounts were outstanding under the Credit Facility as of December 31, 2024 or December 31, 2023.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Note 12 — Stockholders' Equity**

*Accumulated Other Comprehensive Income ("AOCI")*

The following table presents the changes in the balances of each component of AOCI, net of tax:

	Unrealized Gains (Losses)			(in thousands)
	Foreign Currency	on Available- for-Sale Translation	Securities	
<b>Balance - December 31, 2021</b>		\$ 1,814	\$ (331)	\$ 1,483
Other comprehensive income (loss)		(41)	(514)	(555)
<b>Balance - December 31, 2022</b>		1,773	(845)	928
Other comprehensive income (loss)		(12)	691	679
<b>Balance - December 31, 2023</b>		\$ 1,761	\$ (154)	\$ 1,607
Other comprehensive income (loss)		16	(101)	(85)
<b>Balance - December 31, 2024</b>		<u>\$ 1,777</u>	<u>\$ (255)</u>	<u>\$ 1,522</u>

The Company allocated an immaterial amount of additional tax benefit or expense to other comprehensive income (loss) for the years ended December 31, 2024, 2023, and 2022.

*Preferred Stock*

The Board of Directors has authority under the Company's Certificate of Incorporation to issue up to 0.5 million shares of preferred stock, par value \$ 0.01 , with voting and economic rights to be determined by the Board of Directors. As of December 31, 2024, no preferred shares have been issued.

**Note 13 — Stock Plans**

Share-based incentive awards are provided to employees under the terms of the Company's equity incentive compensation plans (the "Plans"), which are administered by the Compensation Committee of the Board of Directors. The 2019 Plan originated as the 2010 Stock Incentive Plan and was originally approved by the Company's shareholders in May 2010. This Plan was subsequently amended, as approved by shareholders, in 2013, 2016, 2019 (at which time the Plan was renamed the 2019 Stock Incentive Plan), 2022, and 2024 (as amended to date, the "2019 Plan"). The Company's employees, non-employee directors, and consultants are eligible to receive awards under the 2019 Plan, which can include non-qualified stock options, incentive stock options, RSAs, RSUs, PSAs, PSUs, share appreciation rights, dividend equivalent rights, or any combination thereof.

The Company is authorized to issue up to 21.3 million shares under the 2019 Plan. Option awards are granted with an exercise price equal to the closing price of the Company's common stock on the trading day prior to the date of grant; option awards generally vest over a three-year period and have a seven or ten year term. RSAs and RSUs generally vest over one to five years . Certain option and share awards provide for accelerated vesting if there is a change in control, as defined in the 2019 Plan. At December 31, 2024, there are no option shares outstanding and 2.4 million RSUs and PSUs outstanding under the 2019 Plan.

The Company is authorized to issue up to 2.25 million shares under the approved 2016 employee stock purchase plan ("ESPP"), including additional shares authorized under plan amendments approved by shareholders in 2019 and 2021. Under the ESPP, substantially all employees in the U.S. may purchase the Company's common stock through payroll deductions at a price equal to 85 percent of the lower of the fair market value of the Company's common stock at the

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

beginning or end of each six-month offer period, as defined in the ESPP, and subject to certain limits. The ESPP was approved by the Company's shareholders.

*Shares Reserved for Future Issuance*

At December 31, 2024, the Company has 7.0 million shares reserved to cover exercises of outstanding stock options, vesting of RSUs, and additional grants under the 2019 Plan. At December 31, 2024, the Company has 0.2 million shares reserved to cover future issuances under the ESPP Plan.

*Share-Based Compensation*

The Company recognized share-based compensation in the following line items in the Consolidated Statements of Operations for the periods indicated:

	<u>For the year ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cost of sales	\$ 6,263	\$ 4,913	\$ 4,551
Research and development	11,257	8,994	6,682
Selling, general, and administrative	18,359	14,651	11,761
<b>Total</b>	<b>\$ 35,879</b>	<b>\$ 28,558</b>	<b>\$ 22,994</b>

The Company recognized a tax benefit of approximately \$ 7.9 million, \$ 3.9 million, and \$ 4.5 million associated with share-based compensation for the years ended December 31, 2024, 2023, and 2022, respectively. The Company capitalized an immaterial amount of share-based compensation into inventory for the years ended December 31, 2024, 2023, and 2022.

Unrecognized share-based compensation costs at December 31, 2024 are summarized below:

	<u>Unrecognized</u>	<u>Weighted</u>
	<u>Share-Based</u>	<u>Average Period</u>
Compensation	<u>Costs</u>	<u>Expected to be</u>
	<u>(in thousands)</u>	<u>(in years)</u>
Restricted stock units	\$ 36,887	1.9
Restricted stock awards	1,831	0.4
Performance share units	10,822	2.0
<b>Total unrecognized share-based compensation cost</b>	<b>\$ 49,540</b>	1.9

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

**Stock Option Awards**

Stock options are awards issued to employees that entitle the holder to purchase shares of the Company's stock at a fixed price. The following table summarizes the equity activity related to stock options:

	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>
<i>(in thousands)</i>		
<b>Balance - December 31, 2021</b>	443	\$ 32.15
Expired	<u>( 266 )</u>	32.95
<b>Balance - December 31, 2022</b>	177	30.94
Exercised	<u>( 2 )</u>	30.47
Expired	<u>( 165 )</u>	30.53
<b>Balance - December 31, 2023</b>	10	\$ 37.42
Exercised	<u>( 10 )</u>	37.26
Expired	<u>—</u>	41.93
<b>Balance - December 31, 2024</b>	<u>0</u>	—

At December 31, 2024, there were no stock option shares outstanding.

The following table summarizes information on options exercised for the periods indicated:

	<u>Year ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
<i>(in thousands)</i>			
Cash received from options exercised	\$ 373	\$ 56	\$ —
Intrinsic value of options exercised	\$ 28	\$ 56	\$ —

**RSAs, RSUs, PSAs, PSUs**

RSAs are stock awards issued to employees and directors that are subject to specified restrictions and a risk of forfeiture. RSUs are stock awards issued to employees that entitle the holder to receive shares of common stock as the awards vest. PSAs and PSUs are awards that result in an issuance of shares of common stock to employees if certain performance or market conditions are achieved. All of these awards typically vest over one to four years and vesting is subject to the employee's continued service with the Company and, in the case of performance awards, meeting certain performance or market conditions. The fair value of the awards is determined and fixed based on the closing price of the Company's common stock on the trading day prior to the date of grant, or, in the case of performance awards with market conditions, fair value is determined using a Monte Carlo simulation.

[Table of Contents](#)

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes the equity activity of non-vested restricted shares and performance shares:

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
<b>Balance - December 31, 2021</b>	2,083	\$ 17.33
Granted	1,253	29.12
Performance award adjustments	85	14.03
Vested	( 844 )	15.00
Forfeited	<u>( 81 )</u>	20.18
<b>Balance - December 31, 2022</b>	2,496	23.83
Granted	1,282	23.83
Performance award adjustments	183	10.59
Vested	( 1,364 )	17.47
Forfeited	<u>( 133 )</u>	29.29
<b>Balance - December 31, 2023</b>	2,464	\$ 26.19
Granted	1,369	36.49
Performance award adjustments	200	27.81
Vested	( 1,292 )	24.83
Forfeited	<u>( 137 )</u>	26.10
<b>Balance - December 31, 2024</b>	<u><u>2,604</u></u>	<u><u>\$ 32.53</u></u>

The total fair value of shares that vested during the years ended December 31, 2024, 2023, and 2022 was \$ 43.7 million, \$ 30.3 million, and \$ 22.1 million, respectively. For performance awards, the final number of shares earned will vary depending on the achievement of the actual results relative to the performance or market conditions. Each performance award is included in the table above at the grant date target share amount until the end of the performance period if not previously forfeited.

The fair value of performance awards with market conditions is estimated on the date of grant using a Monte Carlo simulation. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive these awards. The weighted average fair value and the assumptions used in calculating such values during fiscal years 2024, 2023, and 2022 for performance awards with market conditions were based on estimates at the date of grant as follows:

	Year ended December 31,		
	2024	2023	2022
Weighted average fair value	\$ 49.38	\$ 32.25	\$ 45.28
Dividend yield	0 %	0 %	0 %
Expected volatility factor <sup>(1)</sup>	38 %	54 %	58 %
Risk-free interest rate <sup>(2)</sup>	4.41 %	3.84 %	2.13 %
Expected life (in years) <sup>(3)</sup>	3.0	3.0	3.0

(1) Expected volatility is measured using historical daily price changes of the Company's stock over the respective expected term.

(2) The risk-free rate for periods within the contractual term is based on the U.S. Treasury yield curve in effect at the time of grant.

(3) The expected life is the number of years the Company estimates that the awards will be outstanding prior to exercise.

*Employee Stock Purchase Plan*

For the years ended December 31, 2024, 2023, and 2022 the Company received cash proceeds of \$ 5.3 million, \$ 4.6 million, and \$ 3.7 million, and issued shares of 182,809 , 258,153 , and 208,140 , respectively, under the ESPP Plan. The

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

weighted average estimated values of employee purchase rights as well as the weighted average assumptions that were used in calculating such values during fiscal years 2024, 2023, and 2022 were based on estimates at the date of grant as follows:

	<u>Year ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Weighted average fair value	\$ 9.62	\$ 5.77	\$ 6.00
Dividend yield	0 %	0 %	0 %
Expected volatility factor <sup>(1)</sup>	35 %	42 %	43 %
Risk-free interest rate <sup>(2)</sup>	5.30 %	5.03 %	1.73 %
Expected life (in years) <sup>(3)</sup>	0.5	0.5	0.5

(1) Expected volatility is measured using historical daily price changes of the Company's stock over the respective expected term.

(2) The risk-free rate for periods within the contractual term is based on the U.S. Treasury yield curve in effect at the time of grant.

(3) The expected life is the number of years the Company estimates that the purchase rights will be outstanding prior to exercise.

#### **Note 14 — Retirement Plans**

The Company maintains a defined contribution plan for the benefit of its U.S. employees. The plan is intended to be tax qualified and contains a qualified cash or deferred arrangement as described under Section 401(k) of the Internal Revenue Code. Eligible participants may elect to contribute a percentage of their base compensation, and the Company may make matching contributions, generally equal to fifty cents for every dollar employees contribute, up to three percent of the employee's eligible compensation, as limited by current Internal Revenue Code regulations. Generally, the plan calls for vesting in the Company contributions over the initial five years of a participant's employment. The Company provided employer contributions associated with this plan of approximately \$ 3.4 million, \$ 3.4 million, and \$ 3.0 million for the years ended December 31, 2024, 2023, and 2022, respectively.

#### **Note 15 — Income Taxes**

The amounts of income (loss) before income taxes attributable to domestic and foreign operations were as follows:

	<u>Year ended December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
(in thousands)			
Domestic	\$ 99,711	\$( 33,383 )	\$ 47,368
Foreign	( 30,877 )	5,045	3,617
<b>Total</b>	<b>\$ 68,834</b>	<b>\$( 28,338 )</b>	<b>\$ 50,985</b>

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

Significant components of the expense (benefit) for income taxes consisted of the following:

	Year ended December 31,		
	2024	2023	2022
(in thousands)			
<b>Current:</b>			
Federal	\$ 2,087	\$ 3,299	\$ —
Foreign	1,365	1,136	1,506
State and local	397	( 194 )	577
<b>Total current expense (benefit) for income taxes</b>	<b>3,849</b>	<b>4,241</b>	<b>2,083</b>
<b>Deferred:</b>			
Federal	( 1,599 )	( 3,026 )	( 96,811 )
Foreign	( 6,684 )	512	( 484 )
State and local	( 446 )	303	( 20,745 )
<b>Total deferred expense (benefit) for income taxes</b>	<b>( 8,729 )</b>	<b>( 2,211 )</b>	<b>( 118,040 )</b>
<b>Total expense (benefit) for income taxes</b>	<b><u>\$ ( 4,880 )</u></b>	<b><u>\$ 2,030</u></b>	<b><u>\$ ( 115,957 )</u></b>

The income tax expense (benefit) was reconciled to the tax expense computed at the U.S. federal statutory tax rate as follows:

	Year ended December 31,		
	2024	2023	2022
(in thousands)			
Income tax expense (benefit) at U.S. statutory rates	\$ 14,455	\$ ( 5,951 )	\$ 10,706
State taxes, net of U.S. federal impact	425	1,073	1,101
Effect of international operations	( 2,814 )	( 7,668 )	( 11,149 )
Research and development tax credit	( 7,945 )	( 7,287 )	( 6,470 )
Net change in valuation allowance	52	662	( 104,972 )
Change in accrual for unrecognized tax benefits	2,534	( 369 )	3,349
Share-based compensation	206	2,084	606
Tax benefits associated with asset impairments	( 11,815 )	—	—
Extinguishment of debt	—	19,289	—
Adoption of new accounting standard	—	—	( 9,295 )
Other	22	197	167
<b>Total expense (benefit) for income taxes</b>	<b><u>\$ ( 4,880 )</u></b>	<b><u>\$ 2,030</u></b>	<b><u>\$ ( 115,957 )</u></b>

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

Deferred income taxes reflect the effect of temporary differences between the carrying amounts of assets and liabilities recognized for financial reporting purposes and the amounts recognized for tax purposes. The tax effects of the temporary differences were as follows:

	December 31,	
	2024	2023
	(in thousands)	
<b>Deferred tax assets:</b>		
Inventory valuation	\$ 12,500	\$ 12,682
Net operating losses	6,734	5,841
Credit carry forwards	46,753	49,086
Warranty and installation accruals	2,054	1,766
Share-based compensation	5,802	4,637
Contract liabilities	7,775	19,785
Operating leases	8,620	8,034
Research and experimental capitalization	46,667	34,504
Depreciation	4,037	1,588
Other	5,033	4,885
<b>Total deferred tax assets</b>	<b>145,975</b>	<b>142,808</b>
Valuation allowance	<u>(11,797)</u>	<u>(11,745)</u>
<b>Net deferred tax assets</b>	<b>134,178</b>	<b>131,063</b>
 <b>Deferred tax liabilities:</b>		
Purchased intangible assets	8,673	14,166
Operating leases	6,003	5,548
<b>Total deferred tax liabilities</b>	<b>14,676</b>	<b>19,714</b>
<b>Net deferred taxes</b>	<b>\$ 119,502</b>	<b>\$ 111,349</b>

The Company does not permanently reinvest its earnings from certain foreign jurisdictions and has accrued for foreign tax withholdings of \$ 1.2 million on its unremitted earnings as of December 31, 2024.

During the year ended December 31, 2024, the Company's income tax benefit of \$ 4.9 million was primarily attributed to 1) a \$ 12.2 million income tax benefit associated with asset impairments, 2) a \$ 7.9 million income tax benefit related to research and development tax credits, and 3) a \$ 5.1 million income tax benefit related to Foreign-Derived Intangible Income, partially offset by 4) a \$ 20.3 million income tax expense related to pre-tax income from operations.

At December 31, 2024, the Company had U.S. federal research and development credits of \$ 35.1 million that will expire between 2035 and 2044. Additionally, the Company has state and local NOL carryforwards of approximately \$ 55.4 million (a net deferred tax asset of \$ 3.9 million, net of federal tax benefits and before the valuation allowance) that will expire between 2026 and 2041. Finally, the Company has state credits of \$ 34.2 million, some of which are indefinite and others that will expire between 2025 and 2039.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

A roll-forward of the Company's uncertain tax positions for all U.S. federal, state, and foreign tax jurisdictions was as follows:

	<b>December 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
(in thousands)			
Balance at beginning of year	\$ 15,741	\$ 16,110	\$ 12,761
Additions for tax positions related to current year	2,497	2,596	4,180
Additions for tax positions related to prior years	77	83	—
Reductions for tax positions related to prior years	( 1,437 )	( 3,048 )	( 731 )
Settlements	—	—	( 100 )
Balance at end of year	<u>\$ 16,878</u>	<u>\$ 15,741</u>	<u>\$ 16,110</u>

If the amount of unrecognized tax benefits at December 31, 2024 were recognized, the Company's income tax provision would decrease by \$ 14.7 million. The gross amount of interest and penalties accrued in income tax payable in the Consolidated Balance Sheets was approximately \$ 0.7 million and \$ 0.6 million at December 31, 2024 and 2023, respectively.

The Company, or one of its subsidiaries, files income tax returns in the United States federal jurisdiction, and various state, local, and foreign jurisdictions. All material consolidated federal income tax matters have been concluded for years through 2017 subject to subsequent utilization of NOLs generated in such years. All material state and local income tax matters have been reviewed through 2012. The majority of the Company's foreign jurisdictions have been reviewed through 2015. The Company's major foreign jurisdictions' statutes of limitation remain open with respect to the tax years 2016 through 2023 for Germany, 2017 through 2023 for China, 2022 through 2023 for Taiwan, and 2021 through 2023 for Singapore. The Company does not anticipate that its uncertain tax position will change significantly within the next twelve months subject to the completion of the ongoing tax audits and any resultant settlement.

**Note 16 — Segment Reporting and Geographic Information**

The Company operates and measures its results in one operating segment and therefore has one reportable segment: the development, manufacture, sales, and support of semiconductor and thin film process equipment primarily sold to make electronic devices. The accounting policies of this one operating segment are the same as those described in the summary of significant accounting policies. The Chief Operating Decision Maker ("CODM"), the Chief Executive Officer, assesses segment performance and decides how to allocate resources based on net income that is reported on the Consolidated Statements of Operations. The measure of segment assets is reported on the Consolidated Balance Sheet as total assets. The Company does not have intra-entity sales or transfers. The CODM uses net income to evaluate income generated from segment assets (return on assets) in deciding whether to reinvest profits into the segment or into other parts of the Company, such as for acquisitions. Net income is used to monitor forecast versus actual results. The CODM also uses net income in competitive analysis by benchmarking the Company's competitors. The competitive analysis along with the monitoring of forecasted versus actual results are used in assessing performance of the segment. The Company regularly provides management reports to the CODM on a consolidated expense basis which includes actuals, forecasted, and budgeted information. These reports are similar to the Company's consolidated financial statements.

**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements (Continued)**

There are no additional expenses categories and amounts that meet the definition of significant expense items that are regularly provided to the CODM and included in the reported measure of net income.

Sales by end-market is as follows:

	For the year ended December 31,		
	2024	2023	2022
	(in thousands)		
<b>Sales by end-market</b>			
Semiconductor	\$ 466,611	\$ 412,724	\$ 369,369
Compound Semiconductor	77,591	87,258	121,194
Data Storage	98,852	88,473	87,544
Scientific & Other	74,247	77,980	68,030
<b>Total</b>	<b>\$ 717,301</b>	<b>\$ 666,435</b>	<b>\$ 646,137</b>

The Company's significant operations outside the United States include sales and service offices in China, Europe, and Rest of APAC. For geographic reporting, sales are attributed to the location in which the customer facility is located.

Sales and long-lived tangible assets by geographic region are as follows:

	Net Sales to Unaffiliated Customers			Long-lived Tangible Assets		
	2024	2023	2022	2024	2023	2022
	(in thousands)					
United States	\$ 164,564	\$ 162,790	\$ 197,433	\$ 112,966	\$ 117,594	\$ 106,550
EMEA <sup>(1)</sup>	61,730	76,697	87,837	154	219	60
China	255,619	217,942	123,703	270	182	70
Rest of APAC	234,591	208,693	235,735	399	464	601
Rest of World	797	313	1,429	—	—	—
<b>Total</b>	<b>\$ 717,301</b>	<b>\$ 666,435</b>	<b>\$ 646,137</b>	<b>\$ 113,789</b>	<b>\$ 118,459</b>	<b>\$ 107,281</b>

(1) EMEA consists of Europe, the Middle East, and Africa

**Schedule II — Valuation and Qualifying Accounts**

Deducted from asset accounts:	Additions					Balance at End of Period	
	Balance at Beginning of Period	Charged		Balance at End of Period			
		(Credited)	to Costs and Other Expenses	Charged to Accounts			
<i>(in thousands)</i>							
<b>Year ended December 31, 2024</b>							
Allowance for doubtful accounts	\$ 986	\$ —	\$ —	\$ —	\$ —	\$ 986	
Valuation allowance in net deferred tax assets	<u>11,745</u>	<u>52</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>11,797</u>	
	<u><u>\$ 12,731</u></u>	<u><u>\$ 52</u></u>	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 12,783</u></u>	
<b>Year ended December 31, 2023</b>							
Allowance for doubtful accounts	\$ 736	\$ 316	\$ —	\$ (66)	\$ —	\$ 986	
Valuation allowance in net deferred tax assets	<u>11,083</u>	<u>662</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>11,745</u>	
	<u><u>\$ 11,819</u></u>	<u><u>\$ 978</u></u>	<u><u>\$ —</u></u>	<u><u>\$ (66)</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 12,731</u></u>	
<b>Year ended December 31, 2022</b>							
Allowance for doubtful accounts	\$ 736	\$ —	\$ —	\$ —	\$ —	\$ 736	
Valuation allowance in net deferred tax assets	<u>116,054</u>	<u>( 104,971 )</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>11,083</u>	
	<u><u>\$ 116,790</u></u>	<u><u>\$ ( 104,971 )</u></u>	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 11,819</u></u>	

 <p><b>Veeco Instruments Inc.</b></p>	
<b>SECURITIES TRADING POLICY</b>	
<b>Policy:</b>	Securities Trading Policy
<b>Last Updated:</b>	July 1, 2023
<b>What is it?</b>	A policy to facilitate awareness of, and compliance with, the regulations established by the Securities and Exchange Commission covering trading in Veeco stock by employees, officers and directors.
<b>Why do we have it?</b>	To ensure that the Company and its employees, officers and directors observe all applicable laws and regulations when engaging in transactions involving Veeco securities.
<b>Who needs to know?</b>	This policy applies to all employees, officers and directors of Veeco and its subsidiaries in all locations worldwide.
<b>What could happen if you don't know and follow the policy?</b>	Individuals who do not know/follow this policy are subject to appropriate disciplinary action, up to and including possible termination of employment. See the "Penalties for Noncompliance" section in the Policy for a more detailed description of these potential repercussions.
<b>Related Documents:</b>	Exhibit A -- Guidelines for Rule 10b5-1 Plans
<b>For more info, contact:</b>	General Counsel

**Veeco Instruments Inc.**  
**Securities Trading Policy**  
**Table of Contents**

	<b>Page</b>
<b>Purpose</b>	3
<b>Responsibility</b>	3
<b>Administration</b>	3
<b>Policy</b>	3
Transactions Subject to the Policy	3
Do Not Trade when You Have Material Nonpublic Information	3
Prohibited Transactions	5
Transactions Under Company Plans	6
Transactions Not Involving a Purchase or Sale	6
Use a Knowledgeable Stockbroker	6
Maintain the Confidentiality of All Inside Information	6
For Employees Subject to Trading Windows, Trade Only During "Safe" Periods	7
Special Provisions for Affiliates: Pre-Clear Trades and Report Transactions	7
Rule 10b5-1 Plans	8
These Rules Apply to Family and Household Members	8
These Rules Apply to Entities that You Influence or Control	8
Report Policy Violations; Prevent Insider Trading by Others	8
Penalties for Noncompliance	9
Post-Termination Transactions	9
Company Assistance	9
<b>Exhibit A – Guidelines for Rule 10b5-1 Plans</b>	<b>10</b>

## **Purpose**

The United States Securities and Exchange Commission ("SEC") has established regulations applicable to the Company and its employees, officers and directors when trading Veeco securities. Failure to follow these regulations could result in serious repercussions to both the Company and the individual. See "Penalties for Noncompliance" below for a more detailed description of these potential repercussions. Veeco has adopted this Policy to facilitate awareness of, and compliance with, these regulations, when applicable, by employees, officers and directors.

## **Responsibility**

Managers will be responsible for ensuring awareness of and compliance with this Policy by those under their direct or indirect supervision. Remember, however, that the ultimate responsibility for adhering to the Policy and avoiding improper transactions rests with you. In this regard, it is imperative that you use your best judgment. Anyone subject to this Policy has ethical and legal obligations to maintain the confidentiality of information about the Company and to not engage in transactions in Company securities while in possession of material nonpublic information. In all cases, the responsibility for determining whether you are in possession of material nonpublic information rests with you, and any action on the part of the Company, any Policy Administrator, or any other officer, director or employee pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate you from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by the Company for any conduct prohibited by this Policy or applicable securities laws, as described below in more detail under the heading "Penalties for Noncompliance."

## **Administration**

The General Counsel shall serve as the Policy Administrator for the purposes of this Policy, and in his or her absence, the Chief Financial Officer or another employee designated by the Policy Administrator shall be responsible for administration of this Policy. All determinations and interpretations by the Policy Administrator shall be final and not subject to further review.

## **Policy**

Veeco officers, directors and employees should observe all applicable laws and regulations when engaging in transactions involving Veeco securities so as to avoid not only the occurrence, but also the appearance, of impropriety.

### ***Transactions Subject to the Policy***

This Policy applies to transactions in the Company's securities, including the Company's common stock, options to purchase common stock, or any other type of securities that the Company may issue, including but not limited to preferred stock, convertible debentures and warrants, as well as derivative securities that are not issued by the Company, such as exchange-traded put or call options or swaps relating to the Company's securities.

### ***Do Not Trade When You Have Material Nonpublic Information (Not Even During a "Safe" Period).***

Any person possessing material nonpublic information concerning the Company should not:

- engage in any transactions involving the Company's securities, not even during a "safe" period (as defined below), until such information becomes public in accordance with the guidelines set forth in this Policy, except as otherwise specified in this Policy;
- recommend the purchase or sale of any Company securities;
- disclose material nonpublic information to persons within the Company whose jobs do not require them to have that information, or outside of the Company to other persons, including but not limited to family, friends, business associates, investors and expert consulting firms, unless any such disclosure is made in accordance with the Company's policies regarding the protection or authorized external disclosure of information regarding the Company; or

- assist anyone engaged in the above activities.

In addition, it is the policy of the Company that no director, officer or other employee of the Company (or any other person designated as subject to this Policy) who, in the course of working for the Company, learns of material nonpublic information about a company with which the Company does business, including a customer or supplier of the Company, may trade in that company's securities until the information becomes public or is no longer material.

Federal securities laws provide that no one who has material nonpublic information relating to the Company may buy or sell Company securities or engage in any other action to take advantage of, or pass on to others, that information. This trading prohibition also applies to inside information relating to any other company, including the Company's customers, suppliers and business partners. These trading restrictions do not apply to transactions made under an approved Rule 10b5-1 trading plan.

For more information regarding the definition of material nonpublic information, see "When Is Material Inside Information Considered Public" below. When in doubt, the presumption must be that the information in question is material and nonpublic.

**What Is Considered "Material" Information?** Information is deemed "material" if it would be considered important by a reasonable investor when deciding whether to buy, sell or refrain from any activity regarding a security. Further, information would be considered material if it were likely to have a significant impact on the market price of the security. For example, it is probable that the following information would be deemed material:

- annual or quarterly financial results;
- significant change in earnings, sales, bookings or related projections;
- changes to previously announced earnings guidance;
- significant development projects, financings, joint ventures, acquisitions, divestitures, or business combinations;
- bank borrowings or other financing transactions out of the ordinary course;
- the establishment, material amendment or termination of a repurchase program for Company securities;
- new equity or debt offerings;
- gain or loss of a significant customer, supplier or order;
- major management changes;
- significant product announcements;
- a change in dividend policy;
- stock splits;
- a change in auditors or notification that the auditor's reports may no longer be relied upon;
- the imposition of a ban on trading in Company securities or the securities of another company; or
- significant litigation exposure due to actual or threatened litigation.

The materiality of particular information is subject to reassessment on a regular basis. For example, the information may become stale because of the passage of time, or subsequent events may supersede it. But, for so long as the information remains material and nonpublic, it must be maintained in strict confidence and not used for trading purposes. In evaluating whether any information is "material", you should remember that someone else may be viewing a securities transaction by you with the benefit of "20/20 hindsight" -- if in doubt, assume that the information is material.

**When Is Material Inside Information Considered Public?** Material information is not generally considered publicly disclosed for insider trading purposes until the information has been adequately disseminated to the public and investors have been able to evaluate it. The mere public announcement of information is not sufficient. Generally, information regarding relatively simple matters, such as earnings results, will be deemed to have been adequately disseminated and absorbed by the marketplace 48 hours after its release. When more complex matters, such as a prospective major development project, joint venture, acquisition or disposition, are announced, it may be necessary to allow additional time for the information to be digested by investors. In such circumstances, you should consult with the Policy Administrator regarding a suitable waiting period before trading.

### **Prohibited Transactions**

The Company has determined that there is a heightened legal risk and/or potential for the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. It therefore is the Company's policy that such persons may not engage in any of the following transactions:

1. **Short-term Trading (Less Than Six Months Between Buy and Sell).** Any Company securities should be held for a minimum of six months, and ideally longer. The SEC's short-swing profit rule prevents directors and executive officers, who are deemed to be Veeco "affiliates" from selling any Veeco securities within six months of a purchase (or buying Veeco securities within six months of a sale). The Company advises that no Company personnel should appear to be speculating in Company securities. If there is an emergency situation, such as a sudden and significant change in financial circumstances which dictates that recently acquired securities be sold, an employee should contact the Policy Administrator to determine if a waiver to this Policy is available. For these purposes, the "purchase" date for shares purchased under Veeco's Employee Stock Purchase Plan will be the date on which participants elected to participate in the Plan.
2. **Short Sales.** Short sales of Company securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of Company securities are prohibited. In addition, Section 16(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") generally prohibits officers and directors from engaging in short sales. (Short sales arising from certain types of hedging transactions are governed by the paragraph below captioned "Hedging Transactions.")
3. **Publicly-Traded Options.** Given the relatively short term of publicly-traded options, transactions in options may create the appearance that a director, officer or employee is trading based on material nonpublic information and focus a director's, officer's or other employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy. (Option positions arising from certain types of hedging transactions are governed by the following paragraph.)
4. **Hedging Transactions.** Hedging or monetization transactions can be accomplished through a number of mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a person to continue to own Veeco securities, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as Veeco's other shareholders. Therefore, directors, officers and employees are prohibited from engaging in any such transactions.
5. **Margin Accounts and Pledged Securities.** Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in

Company securities, directors, officers and other employees are prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan. (Pledges of Company securities arising from certain types of hedging transactions are governed by the paragraph above captioned "Hedging Transactions.")

#### ***Transactions Under Company Plans.***

This Policy does not apply to the following transactions, except as specifically noted:

1. **Stock Option Exercises.** This Policy does not apply to the exercise of an employee stock option acquired pursuant to Veeco's option plans where you continue to hold all of the shares as to which the option was exercised. This Policy also does not apply to the exercise of a stock withholding or tax withholding right pursuant to which a person has elected to have Veeco withhold shares subject to an option to pay the option exercise price and/or to satisfy tax withholding requirements. This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option and/or meet tax withholding requirements associated with that exercise.
2. **Restricted Stock Awards.** This Policy does not apply to the vesting of restricted stock, or the exercise of a tax withholding right pursuant to which you elect to have Veeco withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock. The Policy does apply, however, to any market sale of restricted stock.
3. **Other Similar Transactions.** Any other purchase of Veeco securities from Veeco or sales of Veeco securities to Veeco is not subject to this Policy.

#### ***Transactions Not Involving a Purchase or Sale.***

Bona fide gifts of securities generally are not transactions subject to this Policy.

However, under Section 16 of the Exchange Act, bona fide gifts of securities are required to be reported to the Securities and Exchange Commission on Form 4 by the end of the second business day after the gift transaction. If the Company assists in your SEC reporting, you must pre-clear gifts as described below under the heading "Special Provisions for Affiliates: Pre-Clear Trades and Report Transactions."

#### ***Use a Knowledgeable Stockbroker.***

Make trades only through Fidelity or another broker who is aware of your position with the Company and who will keep applicable trading restrictions (including those applicable to affiliates) in mind when placing trades for you. Use only Fidelity when exercising stock options (unless you are a Veeco "affiliate," in which case special provisions apply). Remember, however, that a broker has no legal responsibility for a client's Section 16 filing or short-swing profit rule violations; hence, the best protection will come from your own awareness of your obligations in and limitations on buying or selling Company securities. However, use of the same broker consistently will provide you with a good service to help you constantly monitor your compliance not only with this Policy but also your other securities laws obligations.

#### ***Maintain the Confidentiality of All Inside Information.***

Do not talk to anyone outside of Veeco about Veeco's operations, business or stock. Refer all inquiries as to such matters to Veeco's Investor Relations department, Chief Financial Officer or Chief Executive Officer.

You should maintain all nonpublic information about the Company in strict confidence and should not communicate such information to any person unless the person has a need to know the information for legitimate, Company-related reasons, and then only after assuring that the information will be kept confidential. You should be discreet with inside information and not discuss it in public places where it can be overheard such as elevators, restaurants, taxis and airplanes. To avoid even the appearance of impropriety, you should refrain from providing advice or making recommendations regarding the purchase or sale of the Company's securities or those of our customers, suppliers or business partners.

You must not pass material nonpublic information on to others (known as "tippees"). The penalties described

under "Penalties for Noncompliance" below apply to "tippers," whether or not you, as a "tipper," derive any benefit from your tippee's actions.

***For Employees Subject to Trading Windows, Trade Only During "Safe" Periods.***

Because of access to sensitive financial and other information, executive officers, certain designated employees and members of our board of directors (collectively, "Insiders"), as well as the Family Members and Controlled Entities of such persons, may not engage in any trading of Veeco securities except during "safe" periods—periods in which information available to the public concerning the Company is at its highest level and confidential information generally is at its lowest. The "safe" periods generally commence on the second business day following the public release of Veeco's summary quarterly or annual financial results and continue through the second Friday of the final fiscal month of the fiscal quarter; provided, that, if the public release of Veeco's summary quarterly or annual financial results is made prior to the opening of regular trading on a business day, then the "safe" period will generally commence at the opening of regular trading on the trading day following the date of public disclosure. The actual start and end dates for each particular "safe" period will be announced by the Policy Administrator prior to the commencement of such "safe" period. A current list of Insiders will be maintained by the Policy Administrator and will be posted on Veeco's internal website. These trading restrictions do not apply to transactions made under an approved Rule 10b5-1 trading plan.

In addition, the Company may from time to time recommend that Insiders (or all employees generally) suspend trading in the Company's securities because of developments known to the Company and not yet disclosed to the public (an "Event-Specific Restriction"). In such event, Insiders (or all employees) are advised not to engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of such suspension of trading. Even if you have not been designated as a person who should not trade due to an Event-Specific Restriction, you should not trade while aware of material nonpublic information.

*Please realize that the "safe" periods are of general applicability only and do not serve to permit otherwise illegal trades.* Other events or developments during such periods may still enable Insiders to be in possession of material nonpublic information -- in such event, Insiders still may not trade. Trading in the Company's securities during a "safe" period should not be considered a safe harbor, and Insiders should exercise good judgment at all times.

The restrictions described above do not apply to those transactions to which this Policy does not apply, as described above under the headings "Transactions Under Company Plans" and "Transactions Not Involving a Purchase or Sale." Further, the restrictions described above and the requirement for pre-clearance, as described immediately below, do not apply to transactions conducted pursuant to approved Rule 10b5-1 Plans, described under the heading "Rule 10b5-1 Plans."

***Special Provisions for Affiliates: Pre-Clear Trades and Report Transactions.***

Under SEC rules, "affiliates" of Veeco (Veeco's directors and executive officers, including family members and others in the affiliate's household) are required to report transactions in Veeco's equity securities within two business days from the date of any such transaction. Such filings must be submitted electronically using the SEC's EDGAR system.

As a courtesy to such individuals, Veeco will prepare and submit these filings on the individual's behalf, although this filing continues to be a legal obligation of each affiliate. To enable Veeco to prepare and submit these forms, affiliates must "pre-clear" all trades in Veeco securities with the Policy Administrator. We ask that this process be completed as early as possible (if possible, at least two days before the anticipated transaction) to ensure compliance with the requirements. For transactions to be made under an approved Rule 10b5-1 trading plan, see "Rule 10b5-1 Plans" below.

Even with the reporting, it continues to be each affiliate's responsibility to refrain from trading on inside information and to comply with the other requirements of Veeco's Security Trading Policy—the pre-clearance procedure does not change this.

If transactions are not reported in accordance with these guidelines, Veeco may not be able to timely file the report on behalf of the affiliate. Any late filings are required to be reported in Veeco's proxy statement in a separately captioned section, including the names of the delinquent filers. The SEC has the ability to take enforcement action and to seek equitable relief against late or delinquent filers.

***Rule 10b5-1 Plans.***

Rule 10b5-1 under the Exchange Act provides a defense from insider trading liability under Rule 10b-5. In order to be eligible to rely on this defense, a person subject to this Policy must enter into a Rule 10b5-1 plan for transactions in Company securities that meets certain conditions specified in the Rule (a "Rule 10b5-1 Plan" or "Plan"). If the Plan meets the requirements of Rule 10b5-1, Company securities may be purchased or sold without regard to certain insider trading restrictions. A Rule 10b5-1 Plan must be pre-cleared by the Policy Administrator and meet the requirements of Rule 10b5-1 and the "Guidelines for Rule 10b5-1 Plans," attached hereto as Exhibit A.

If you are a director or executive officer of the Company, you should understand that pre-clearance or adoption of a preplanned selling program under Rule 10b5-1 in no way reduces or eliminates your obligations under Section 16 of the Exchange Act, including your disclosure and short-swing trading liabilities thereunder.

If any questions arise, you should consult with your own counsel in implementing, a Rule 10b5-1 Plan.

***These Rules Apply to Family and Household Members.***

This Policy applies to your family members who reside with you (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Company securities (collectively referred to as "Family Members"). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in Company securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for your own account. This Policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Family Members.

***These Rules Apply to Entities that You Influence or Control.***

This Policy applies to any entities that you or a Family Member influence or control, including any corporations, partnerships or trusts (collectively referred to as "Controlled Entities"), and transactions by these Controlled Entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account.

***Report Policy Violations. Prevent Insider Trading By Others.***

You should report any violations of this Policy to Veeco's General Counsel promptly. If you would prefer to keep your report confidential, please contact Veeco's Employee Hotline:

**By telephone:** Within the U.S.A.: Dial 888-419-0572

Outside the U.S.A.:

- Dial the AT&T USA Direct Access Number for your country, which can be found at: [business.att.com/bt/access.jsp?c=C](http://business.att.com/bt/access.jsp?c=C)
- Then dial 888-419-0572

**By internet:** [veeco.ethicspoint.com](http://veeco.ethicspoint.com)

The SEC also has authority under the Insider Trading and Securities Fraud Enforcement Act (the "Insider Trading Act") to bring a civil action against any "controlling person" who knows of, or recklessly disregards, a likely insider trading violation by a person under that person's control and fails to take appropriate steps to prevent

the violation from occurring. A successful action by the SEC under this provision can result in a civil fine equal to the greater of \$1 million and three times the profit gained or loss avoided.

The Company, its officers, directors and some supervisory personnel, could be deemed controlling persons subject to potential liability under the Insider Trading Act. Accordingly, it is incumbent on these persons to maintain an awareness of possible insider trading violations by persons who could be deemed to be under their control and to take measures where appropriate to prevent such violations. In the event anyone becomes aware of the possibility of such a violation, he or she should contact the Policy Administrator immediately.

***Penalties for Noncompliance.***

In addition to civil and criminal liability imposed by federal securities laws on individuals who commit insider trading violations, the Insider Trading Act provides for civil and criminal liability for companies and other "controlling persons," *including department managers and other supervisors*, for trading violations by company personnel. The consequences of insider trading violations can be staggering.

For individuals who trade on inside information (or "tip" information to others to enable them to trade), the penalties may include:

- A civil fine of up to three times the profit gained or loss avoided (plus disgorgement of any profit);
- A criminal fine (no matter how small the profit) of up to \$1 million; and
- A jail term of up to ten years.

For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading, the consequences may include:

- A civil fine of the greater of \$1 million and three times the profit gained or loss avoided as a result of the employee's violation; and
- A criminal fine of up to \$2.5 million.

Moreover, Veeco may impose sanctions for violations of this Policy, including dismissal for cause. Needless to say, any of the above consequences, even an SEC investigation that does not result in prosecution, can tarnish an individual's reputation and irreparably damage a career, while also causing untold damage to Veeco's reputation and prospects.

***Post-Termination Transactions.***

The securities laws prohibiting trading when in possession of material nonpublic information continue to apply to transactions in Veeco securities even after termination of service to Veeco. If an individual is in possession of material nonpublic information when his or her service terminates, that individual may not trade in Veeco securities until that information has become public or is no longer material.

***Company Assistance.***

If you have any questions about this Policy or its application to any proposed transaction you may obtain additional guidance from the Policy Administrator.

**Exhibit**

Exhibit A: Guidelines for Rule 10b5-1 Plans

**EXHIBIT A**  
**GUIDELINES FOR RULE 10b5-1 PLANS**

**A. Requirements for all 10b5-1 Plans:**

1. *Entering Into the Plan.* You must enter into any Rule 10b5-1 Plan in good faith and not as part of a plan or scheme to evade compliance with federal or state securities laws. In addition, all Rule 10b5-1 Plans must be established during “safe” periods and at times when you are not in possession of any material non-public information concerning the Company. If you are a director or an officer of the Company for purposes of Section 16 of the Exchange Act (an “Executive Officer”), you must include representations in your Plan documents at the time of adoption or modification certifying that (a) you are not aware of material non-public information about the Company or its securities and (b) you are adopting the Plan in good faith and not as part of a plan or scheme to evade the anti-fraud provisions of Rule 10b-5.
2. *Written, Binding Contract.* Any Rule 10b5-1 Plan must be a non-discretionary plan in the form of a written, binding contract and must specify:
  - Either (i) the amount of securities to be sold or (ii) include a written formula for determining the amount of securities to be sold,
  - the price(s) at which the securities are to be sold (e.g., a market price on a particular date, a limit price, a fixed price) and
  - the date(s) on which, or period of time over which, the securities are to be sold.
3. *Approval by the Company.* The Securities Trading Policy Administrator must approve in writing the form and terms of any Rule 10b5-1 Plan, including the applicable Broker Agreement.
4. *Mandatory Cooling-Off Periods.*
  - a. Trading under any Rule 10b5-1 Plan cannot commence until specified “cooling-off” periods have elapsed following adoption or any modification of such Plan. If you are a director or Executive Officer, the cooling-off period following adoption or modification is the later to end of (a) ninety (90) days following adoption or modification of the Plan or (b) two (2) business days following the disclosure, in a Quarterly Report on Form 10-Q or an Annual Report on Form 10-K, of the Company’s financial results for the fiscal quarter in which the 10b5-1 Plan was adopted or modified (but not more than one hundred twenty (120) days following Plan adoption or modification). If you are neither a director nor an Executive Officer, you will be subject to a thirty (30) day cooling off period that commences following adoption or modification of the Plan.
  - b. Certain types of modifications to an existing 10b5-1 Plan will be deemed to be a termination of the existing Plan and adoption of a new one, which will trigger a cooling-off period prior to trading under the new Plan. Those modifications consist of changes to the amount, price or timing of the purchase or sale of the securities (or a change to a written formula or algorithm, or computer program that affects the amount, price or timing of the purchase or sale of the securities) underlying a contract, instruction or written plan. However, modifications to an existing Rule 10b5-1 Plan that do not change the sale or purchase prices or price ranges, the amount of securities to be sold or purchased, or the timing of transactions under

the Plan (such as an adjustment for a stock split or a change in account information) will not trigger a new cooling-off period.

5. *Limitations on Individuals with Respect to Multiple Plans, Single Trade Plans and Multiple, Overlapping Rule 10b5-1 Plans.* You will be subject to limitations on multiple Plans, single trade Plans and multiple, overlapping Plans. In particular, multiple, overlapping 10b5-1 Plans are prohibited with the following limited exceptions:
  - a. You may enter into more than one Plan with different broker-dealers or other agents and treat the plans as a single Rule 10b5-1 Plan so long as, when taken as a whole, the collective “plan” complies with all of the requirements of Rule 10b5-1;
  - b. You may adopt one later-commencing Plan so long as that Plan has a cooling-off period that starts when the first Plan terminates; and
  - c. You may set up an additional Rule 10b-5 Plan solely to sell securities as necessary to satisfy tax withholding obligations arising exclusively from the vesting of a compensatory award (referred to as “sell-to-cover transactions”).

Even if you fall within one of these exceptions, except with respect to sell-to-cover transactions, you may rely on the affirmative defense under 10b5-1(c) for only one single-trade Plan during any twelve (12)-month period, and only if you did not adopt another single-trade Plan that qualified for the affirmative defense under Rule 10b5-1 during the preceding twelve (12)-month period.

6. *Duration of the Plan.* Any Rule 10b5-1 Plan must either: (a) have a fixed termination date that is at least six (6) months after the date the first transaction is effectuated under such Rule 10b5-1 Plan, or (b) continue for an indefinite period—until there are no more securities available under such Rule 10b5-1 Plan.
7. *No Insider Information Known by Executing Broker.* No transactions under any Rule 10b5-1 Plan may be executed by a person who is aware of material non-public information at the time of the scheduled transaction. You agree not to communicate, directly or indirectly, any information relating to the securities or the Company, to any broker, dealer, financial advisor, trustee or any other third party who is involved, directly or indirectly, in executing a Rule 10b5-1 Plan at any time while such Rule 10b5-1 Plan is in effect.
8. *Amendments, Modifications and Termination.* Any amendments or modifications to any Rule 10b5-1 Plan must be made in good faith and only at a time when you are not aware of any material non-public information. Trading under an amended or modified Rule 10b5-1 Plan is subject to the cooling-off periods described in Section 4 above. A 10b5-1 Plan may be terminated by giving notice to the broker with whom the Plan was established, with a copy to the Company, Attention: General Counsel. The Company retains the right at any time to impose additional and/or different requirements in connection with the amendment, suspension, or termination of a trading plan in order to protect you and the Company from potential liability.
9. *Section 16 Reporting; Forms 144.* If you are an Executive Officer or a member of the Board of Directors of the Company, any Rule 10b5-1 Plan should provide that the broker will:
  - a. prepare and file on your behalf appropriate forms to comply with Rule 144 and Rule 701 applicable to securities transactions by you under such Rule 10b5-1 Plan, and
  - b. promptly notify designated representatives of the Company of any trade executions in order to enable timely reporting on your behalf of any filings required under Section 16 of the Exchange Act. Note that bona fide gifts of securities are required

to be reported on Form 4 by the end of the second business day after the gift transaction.

Under SEC rules, if you are required to file reports on Form 4 and Form 5 under Section 16 of the Exchange Act, you are required to indicate by checkbox on those Forms that a reported transaction was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) and to disclose the date of adoption of the relevant trading Plan.

10. *Reporting of adoption, modification or termination of a Rule 10b5-1 Plan.* Veeco will be required to make certain quarterly disclosures in its Forms 10-Q and 10-K regarding any adoption, modification or termination of a 10b5-1 Trading Plan by a director or Executive Officer, to provide the duration, securities covered and other material terms of the Plan (other than pricing terms). If you are a director or Executive Officer, upon the occurrence of any such adoption, modification or termination, you are required promptly to furnish to the Securities Trading Policy Administrator information regarding the date of adoption, termination or modification of the 10b5-1 Trading Plan, the 10b5-1 Trading Plan's duration, the aggregate number of securities to be sold or purchased under the 10b5-1 Trading Plan and any other information reasonably requested by the Plan Administrator.
11. *No Hedging Transactions.* While any Rule 10b5-1 Plan is in effect, you may not enter into or alter any corresponding or hedging transaction or position with respect to the securities covered by such Rule 10b5-1 Plan. Note that Veeco's Securities Trading Policy also prohibits hedging.
12. *Public Announcements by the Company.* By entering into a Rule 10b5-1 Plan, you acknowledge and agree that the Company may, in its sole discretion, make public announcements regarding such Rule 10b5-1 Plan, including information as to the timing of the transactions and the amount and price of the securities to be sold.
13. *Trading Outside the Plan.* Trading of non-Rule 10b5-1 designated shares outside a Rule 10b5-1 Plan is allowed, but you must always comply with applicable securities laws, including Rule 144 volume restrictions, short-swing profits rules, insider transaction reporting, and the other terms and conditions of the Securities Trading Policy of which these Guidelines are a part. The circumstances of any trades outside any Rule 10b5-1 Plan should be discussed with the Securities Trading Policy Administrator to consider whether such trades may undermine the effectiveness of such Rule 10b5-1 Plan.

**B. Recommendations for Plans:**

1. *Automatic suspension or termination of the Plan upon the occurrence of certain events.* Veeco recommends that any Rule 10b5-1 Plan provide for automatic suspension or termination of such Plan upon:
  - a. the public announcement of a merger, recapitalization, acquisition, tender or exchange offer, or other business combination or reorganization which, if completed, would result in the exchange or conversion of shares covered by such Rule 10b5-1 Plan into shares of a company other than the Company;
  - b. conversion of the securities covered by such Rule 10b5-1 Plan into rights to receive fixed amounts of cash or into debt securities and/or preferred stock (whether in whole or in part);
  - c. the announcement of a public offering of securities by the Company;
  - d. the filing of a bankruptcy petition by the Company;
  - e. your death, disability or mental incapacity; or

f. the termination of your employment by, or service as a director of, Veeco.

**C. Other Provisions Permissible in Plans:**

Any Rule 10b5-1 Plan may also include such other reasonable and customary terms and conditions as you may approve; provided, however, that no such term or condition shall be inconsistent with the requirements of these guidelines.

**Exhibit 21.1****Subsidiaries of the Registrant  
As of December 31, 2024**

<u>Subsidiary</u>	<u>Jurisdiction of Organization</u>	<u>Percentage Ownership(A)</u>
<b>U.S. Subsidiaries</b>		
Ultratech International Inc.	DE	100%
Veeco APAC LLC	DE	100%
Veeco Process Equipment Inc.	DE	100%
<b>Foreign Subsidiaries</b>		
Veeco Asia Pte. Ltd.	Singapore	100%
Veeco GmbH	Germany	100%
Veeco Instruments Limited	England	100%
Veeco Instruments (Shanghai) Co. Ltd.	China	100%
Veeco Japan Ltd.	Japan	100%
Veeco Korea LLC	South Korea	100%
Veeco Malaysia Sdn. Bhd.	Malaysia	100%
Veeco Netherlands BV	Netherlands	100%
Veeco SiC CVD Systems AB	Sweden	100%
Veeco Taiwan Inc.	Taiwan	100%
Ultra-Tech Technologies Israel Ltd.	Israel	100%

(A) Includes direct and indirect ownership.

---

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements listed below of our reports, dated February 14, 2025, with respect to the consolidated financial statements and financial statement schedule II – valuation and qualifying accounts of Veeco Instruments Inc. and the effectiveness of internal control over financial reporting.

<b>Registration No.</b>	<b>Form</b>	<b>Plan</b>
333-166852	S-8	Veeco Instruments Inc. 2010 Stock Incentive Plan
333-194737	S-8	Veeco Instruments Inc. 2010 Stock Incentive Plan, Veeco Instruments Inc. 2013 Inducement Stock Incentive Plan
333-211781	S-8	Veeco Instruments Inc. Amended and Restated 2010 Stock Incentive Plan, Veeco Instruments Inc. 2016 Employee Stock Purchase Plan
333-218256	S-8	Ultratech, Inc. 1993 Stock Option/Stock Issuance Plan as amended and restated May 31, 2017
333-231266	S-8	Veeco Instruments Inc. 2019 Stock Incentive Plan; First Amendment to Veeco Instruments Inc. 2016 Employee Stock Purchase Plan
333-242450	S-3	Veeco Instruments Inc. Shelf Registration Statement
333-256004	S-8	Second Amendment to Veeco Instruments Inc. 2016 Employee Stock Purchase Plan
333-265117	S-8	Amendment No. 1 to the Veeco Instruments Inc. 2019 Stock Incentive Plan
333-281439	S-8	Amendment No. 2 to the Veeco Instruments Inc. 2019 Stock Incentive Plan

/s/ KPMG LLP

Santa Clara, California  
February 14, 2025

---

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) or RULE 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, William J. Miller, Ph.D., certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ WILLIAM J. MILLER, Ph.D.

William J. Miller, Ph.D.

Chief Executive Officer and Director

Veeco Instruments Inc.

February 14, 2025

---

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) or RULE 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, John P. Kiernan, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ John P. Kiernan

John P. Kiernan

Senior Vice President and Chief Financial Officer

Veeco Instruments Inc.

February 14, 2025

---

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Veeco Instruments Inc. (the "Company") on Form 10-K for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William J. Miller, Ph.D., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WILLIAM J. MILLER, Ph.D.

William J. Miller, Ph.D.  
Chief Executive Officer and Director  
Veeco Instruments Inc.  
February 14, 2025

A signed original of this written statement required by Section 906 has been provided to Veeco Instruments Inc. and will be retained by Veeco Instruments Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

---

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Veeco Instruments Inc. (the "Company") on Form 10-K for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John P. Kiernan, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John P. Kiernan

John P. Kiernan  
Senior Vice President and Chief Financial Officer  
Veeco Instruments Inc.  
February 14, 2025

A signed original of this written statement required by Section 906 has been provided to Veeco Instruments Inc. and will be retained by Veeco Instruments Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

---

**Veeco Instruments Inc.  
Compensation Recoupment Policy for Executive Officers  
(as amended and restated, effective October 2, 2023)**

**1. Background**

The Board of Directors (the "Board") of Veeco Instruments Inc. (the "Company") previously determined that it was in the best interests of the Company and its shareholders to adopt, and has adopted and amended and restated from time to time, a policy to provide for the recovery of specified types and amounts of incentive compensation from certain of the Company's executives in the event of the occurrence of identified accounting events (as in effect on the day immediately before the Effective Date of the amendment and restatement set forth herein, the "Legacy Policy"). In light of the recent adoption by the United States Securities and Exchange Commission (the "SEC") of Rule 10D-1 ("Rule 10D-1") under Section 10D of the Securities Exchange Act of 1934, as amended ("Section 10D" of the "Exchange Act") and the concomitant adoption by The Nasdaq Stock Market (the "Nasdaq Market") of Listing Rule 5608 (the "Listing Rule") as part of its Listing Standards (the "Listing Standards") to which the Company is subject, the Board now finds that it is in the best interests of the Company and its shareholders to amend and restate the Legacy Policy (as so amended and restated, the "Policy"). The Policy was developed to promote high standards of, and increase executive accountability for, honest and ethical business conduct and compliance with applicable laws, rules and regulations and to support high quality financial reporting, consistent with the actions of the SEC and Nasdaq Market. It is designed to comply with, and shall be interpreted and applied consistent with, Section 10D, Rule 10D-1, the Listing Rule and other Listing Standards as each is interpreted by the SEC and the Nasdaq Market (the "Guidance") and with other applicable laws, rules, regulations and interpretations, as each is in effect from time to time. Capitalized terms used herein have the meanings ascribed to them in the text of this Policy or in the Glossary attached hereto and incorporated herein by reference.

**2. Administration**

(a) This Policy shall be administered by the Compensation Committee of the Board, unless the Board (i) designates a different standing committee, or a newly designated committee, of the Board, in each case at least a majority of the members of which meet the definition of "Independent Director" under Rule 5605(a)(2) of the Listing Standards or (ii) elects to administer this Plan directly (the Board or such committee charged with administration of this Policy, the "Administrator").

(b) The Administrator shall interpret and construe, and make all determinations necessary, appropriate or advisable, for the administration of, this Policy, consistent herewith, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) the Exchange Act, other applicable laws (including the Code) the Guidance and with any other applicable rule or regulation. Any determination made by the Administrator shall be final and binding on all persons affected thereby, including the Company, its affiliates, its shareholders and Executive Officers and no such determination shall be deemed a waiver of any rights the Company may have against any Executive Officer other than as set forth in this Policy.

(c) In the administration of this Policy, the Administrator is authorized and directed to consult with the full Board or such other committees of the Board including, without limitation, the Audit Committee and the Compensation Committee, or such individual Board members, as may be necessary or appropriate to assist the Administrator in addressing matters within the scope of such other committees' or directors' expertise, responsibility or authority. Subject to any limitation imposed by applicable law, the Administrator may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

**3. Scope**

(a) This Policy applies to all Incentive-Based Compensation received by a person (i) after beginning service as an Executive Officer; (ii) who served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation; (iii) while the Company had a class of securities listed on a national securities exchange; and (iv) during the three completed fiscal years immediately preceding the Accounting Restatement Date, including any transition period that results from a change in the Company's fiscal year within or immediately following such three completed fiscal years, provided that a transition period between the last day of the Company's previous fiscal

---

year end and the first day of its new fiscal year that comprises a period of nine to twelve months shall be deemed a completed fiscal year.

(b) For purposes of this Section, Incentive-Based Compensation is deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if payment or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-Based Compensation that is subject to both a Financial Reporting Measure vesting condition and a service-based vesting condition shall be considered received when the relevant Financial Reporting Measure is achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition.

#### **4. Computation of Erroneously Awarded Compensation**

(a) The amount of "Erroneously Awarded Compensation" subject to recovery, as determined by the Administrator, is the excess of Incentive-Based Compensation received by the Executive Officer over the amount of Incentive-Based Compensation that such Executive Officer would have received had such amount been determined based on the amounts reflected in the Accounting Restatement.

(b) Erroneously Awarded Compensation shall be computed by the Administrator without regard to any taxes paid by the Executive Officer in respect of such Erroneously Awarded Compensation.

(c) The amount of Erroneously Awarded Compensation based on (or derived from) the Company's stock price or total shareholder return, where not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, shall be determined by the Administrator based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon the Incentive-Based Compensation received. The Company shall maintain documentation of the determination of such reasonable estimate in the books and records of the Board and promptly shall provide a copy of such documentation to the Nasdaq Market.

#### **5. Requirement to Recover Erroneously Awarded Compensation**

In the event the Company is required to prepare an Accounting Restatement, the Company shall reasonably promptly recoup the amount of any Erroneously Awarded Compensation received by any Executive Officer in accordance with the terms of this Policy. Except as otherwise provided herein, the Company's obligation to recover Erroneously Awarded Compensation is unconditional, not subject to the discretion of the Company, the Board or the Administrator and not dependent on particular factors or circumstances including, without limitation, whether or when the Company files financial statements reflecting the Accounting Restatement, or a finding of misconduct by the subject Executive Officer or of the responsibility of such Executive Officer for the accounting error leading to the Accounting Restatement.

#### **6. Recovery of Erroneously Awarded Compensation**

(a) In the event of an Accounting Restatement, the Administrator shall promptly determine the amount of any Erroneously Awarded Compensation recoverable from each Executive Officer in connection with such Accounting Restatement and promptly thereafter provide each such Executive Officer with a written notice setting out the amount of Erroneously Awarded Compensation recoverable and a demand for repayment or return thereof.

(b) The Administrator shall determine, in its sole discretion, the timing and method for promptly recouping Erroneously Awarded Compensation, based on all relevant facts and circumstances and taking into account the time value of money and the cost to shareholders of delaying recovery, in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code, the Exchange Act and other applicable law, the Guidance and with any other applicable rule or regulation. The method(s) selected by the Administrator may include, without limitation (i) seeking reimbursement of all or part of any cash or equity-based award; (ii) cancelling prior cash or equity-based awards, whether vested or unvested or paid or unpaid; (iii) cancelling or offsetting against any planned future cash or equity-based awards; (iv) forfeiture of deferred compensation; and (v) any other method permitted by applicable law or contract. Subject to compliance with any applicable law, the Administrator may effect recovery of Erroneously Awarded Compensation due hereunder from any amount otherwise payable to the Executive Officer, including amounts payable to such individual under any otherwise applicable Company plan or program, including base salary, bonuses or commissions and compensation previously deferred by the Executive Officer.

(c) To the extent that the Administrator determines that any method of recovery other than repayment by the Executive Officer in a lump sum in cash or property is appropriate, the Company shall offer to enter into a repayment agreement (in a form acceptable to the Administrator) with the Executive Officer. If the Executive Officer accepts such offer and executes the repayment agreement within thirty (30) days after such offer is extended, the Company shall countersign such repayment agreement. If the Executive Officer fails to sign the repayment agreement within such thirty (30)-day period, the Company's offer to enter into such agreement shall expire and be void and without effect and the Executive Officer will be required to repay the Erroneously Awarded Compensation in a lump sum in cash (or such property with a value equal to such Erroneously Awarded Compensation as the Administrator agrees to accept) on or prior to the date that is one hundred twenty (120) days following the Restatement Date. For the avoidance of doubt, except as set forth in Section 6(d) below, in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation attributable to an Executive Officer as determined by the Administrator in satisfaction of such Executive Officer's financial obligations hereunder.

(d) To the extent the Executive Officer has already reimbursed the Company for any Erroneously Awarded Compensation received under any duplicative recovery obligations established by the Company or applicable law, it is appropriate for any such reimbursed amount to be credited to the amount of Erroneously Awarded Compensation that is otherwise subject to recovery under this Policy.

(e) To the extent an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company when due (as determined in accordance with Section 6(b) above), the Company promptly and diligently shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer as soon as is practicable. In addition to the Erroneously Awarded Compensation determined to be due, the Executive Officer shall be required to reimburse the Company for any and all expenses (including legal fees and litigation expenses) reasonably incurred by the Company in recovering such amount of Erroneously Awarded Compensation.

(f) Notwithstanding anything herein to the contrary, the Company shall not be required to comply with Section 5 or this Section 6 if the Compensation Committee, if composed of Independent Directors, and if not so composed, a majority of the Company's Independent Directors, determines that recovery would be impracticable *and* at least one of the following conditions is met:

(i) the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered following a reasonable attempt to recover such Erroneously Awarded Compensation, in which case the Company shall document such reasonable attempt(s) to recover, and provide that documentation to the Stock Exchange;

(ii) recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to the Nasdaq Market, that recovery would result in such a violation and a copy of the opinion is provided to the Nasdaq Market; or

(iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code or any successor thereto.

## **7. Other Recoupment Rights; Company Claims**

The Board intends that this Policy be applied to the fullest extent permitted by applicable law. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights that may be available to the Company under applicable law, rule or regulation or pursuant to the terms of any other Company policy, any employment or equity award agreement, compensatory plan, agreement or other arrangement or to any other rights or remedies that may be available to the Company at law or in equity. Any such employment or equity award agreement, compensatory plan, or other agreement or arrangement with an Executive Officer shall be deemed to include, as a condition to the grant of any benefit thereunder, an agreement by the Executive Officer to abide by the terms of this Policy.

Nothing contained in this Policy, and no recoupment or recovery as contemplated hereby, shall limit any claims,

damages or other legal remedies the Company or any of its affiliates may have against an Executive Officer arising out of or resulting from any actions or omissions by such Executive Officer.

#### **8. Prohibition on Indemnification of Executive Officers**

Notwithstanding the terms of any indemnification or insurance policy or any contractual arrangement with any Executive Officer that may be interpreted to the contrary, the Company shall not indemnify any Executive Officer against (a) the loss of any Erroneously Awarded Compensation repaid or returned to or recovered by the Company pursuant to the terms of this Policy or (b) any claim relating to the Company's enforcement of its rights under this Policy, in each case including any payment or reimbursement for the cost of third-party insurance purchased by any Executive Officer to fund potential repayment obligations under this Policy or legal and other expenses in connection with any action by the Company for repayment, return or recovery pursuant hereto.

#### **9. Administrator Indemnification**

No member of the Administrator, or of the Board who assists in the administration of this Policy, shall be personally liable for any action, determination or interpretation made with respect to this Policy and each such member shall be indemnified by the Company to the fullest extent permitted under applicable law and Company policy with respect to any such action, determination or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or Company policy.

#### **10. Company Disclosure**

The Company shall file such disclosures with respect to this Policy as are required by applicable law and the rules and regulations of the SEC and the Nasdaq Market, including the Listing Standards, in each case as in effect from time to time.

#### **11. Effective Date; Retroactive Application**

This Policy shall be effective as of October 2, 2023 (the effective date of the Listing Rule) (the "Effective Date"). This Policy shall apply to all Incentive-Based Compensation received by Executive Officers on or after the Effective Date, even if such Incentive-Based Compensation was approved, awarded, granted or paid to Executive Officer prior to the Effective Date.

#### **12. Amendment; Termination**

The Board may amend, modify, supplement, rescind or replace all or any portion of this Policy at any time and from time to time in its discretion, and shall amend this Policy as it deems necessary to comply with applicable law, rules or regulations, any amendment to the Listing Rule or any other rules or standards adopted by a Stock Exchange. Notwithstanding the foregoing, the Board shall not adopt any amendment, modification, recession, enforcement or termination if the effect thereof, taking into account any contemporaneous actions taken by the Company, would cause the Company to be in violation of any federal securities laws, SEC rule or regulation or rule or regulation of The Nasdaq Market.

#### **13. Severability**

To the extent that any provision of this Policy is found by a court of competent jurisdiction to be unenforceable or invalid under applicable law, such provision shall be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any legally required limitations.

#### **14. Successors**

This Policy shall be binding upon and enforceable against all Executive Officers and, to the extent required by applicable law, governmental rules or regulations and rules or regulations of the Nasdaq Market or any other national securities exchange on which the Company's securities are listed, shall be binding upon and enforceable against their respective beneficiaries, permitted assigns, heirs, executors, administrators and other legal representatives.

#### **15. Governing Law; Venue**

This Policy and all rights and obligations hereunder are governed by and construed in accordance with the laws of the State of Delaware without regard to principles of conflicts of laws. All actions arising out of or relating to this Policy shall be heard and determined exclusively in the Court of Chancery of the State of Delaware and its related appellate courts or,

if such court declines to exercise jurisdiction or if subject matter jurisdiction over the matter that is the subject of any such legal action or proceeding is vested exclusively in the U.S. federal courts, the U.S. District Court for the District of Delaware and its related appellate courts.

**16. Acknowledgement**

Each Executive Officer shall, within forty-five (45) days following the later of (i) the Effective Date of this Policy or (ii) the date such Executive Officer first becomes an Executive Officer, sign, date and return to the Company the Acknowledgement Form attached hereto as Exhibit A. For the avoidance of doubt, failure to execute and return the Acknowledgement Form shall not affect the enforceability of this Policy as to an Executive Officer.

## Glossary

"Accounting Restatement" means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"Accounting Restatement Date" means the earlier to occur of (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if the Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

"Administrator" has the meaning given in Section 2(a) of the Policy.

"Board" means the Board of Directors of the Company.

"Company" means Veeco Instruments Inc., a Delaware corporation.

"Code" means the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder, or any successor thereto.

"Erroneously Awarded Compensation" means, in the event of an Accounting Restatement, the amount of Incentive-Based Compensation previously received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts in such Accounting Restatement, and must be computed without regard to any taxes paid by the relevant Executive Officer; provided, however, that for Incentive-Based Compensation based on stock price or total stockholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount of Erroneously Awarded Compensation must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total stockholder return upon the Incentive-Based Compensation received; and (ii) the Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Stock Exchange.

"Exchange Act" means the United States Securities Exchange Act of 1934, as amended, and in effect from time to time.

"Executive Officer" means the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. An executive officer of the Company's parent or subsidiary is deemed an "Executive Officer" if the executive officer performs such policy making functions for the Company.

"Financial Reporting Measure" means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure; provided, however, that a Financial Reporting Measure is not required to be presented within the Company's financial statements or included in a filing with the SEC to meet the definition of a "Financial Reporting Measure." For purposes of this Policy, "Financial Reporting Measure" includes, but is not limited to, stock price and total shareholder return.

"Guidance" means Section 10D, Rule 10D-1, the Listing Rule and other Listing Standards as each is interpreted by the SEC and the Nasdaq Market, as applicable to the Company and the Policy.

"Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

"Legacy Policy" has the meaning given in Section 1 of the Policy.

---

"Listing Rule" means Listing Rule 5608 of the Listing Standards.

"Listing Standards" means the Listing Standards promulgated by the Nasdaq Market, as in effect from time to time.

"Policy" means the Company's Compensation Recoupment Policy for Executive Officers as in effect on and after the Effective Date, as it may thereafter be amended or restated from time to time. "Rule 10D-1" means Rule 10D-1 promulgated by the SEC under Section 10D of the Exchange Act, as in effect from time to time.

"Nasdaq Market" means The Nasdaq Stock Market or any successor thereto.

"SEC" means the United States Securities and Exchange Commission or any successor agency thereto.

"Section 10D" means Section 10D of the Exchange Act, as in effect from time to time.

"Stock Exchange" means the national stock exchange (including the Nasdaq Market) on which the Company's common stock is listed at a specified time.

**EXHIBIT A**  
**Veeco Instruments Inc.**  
**Compensation Recoupment Policy for Executive Officers**

**Acknowledgement**

*Capitalized terms used in this Acknowledgement and not otherwise defined have the meanings ascribed to them in the text of the Veeco Instruments Inc. Compensation Recoupment Policy for Executive Officers ("Policy") of which this Acknowledgement is a part.*

By signing this Acknowledgement, the undersigned acknowledges and confirms that:

- (1) I have read and understand the Policy and have consulted with counsel of my choosing to the extent I have elected to do so;
- (2) I am subject to the Policy and will continue to be subject to it both during and after my employment with the Company and agree to abide by the terms of the Policy both during and after such employment;
- (3) In the event of a determination by the Administrator that any amounts granted, awarded, earned or paid to me under any employment agreement to which I am a party, or under Company compensation plan, program, agreement or arrangement constitute Erroneously Awarded Compensation subject to forfeiture, reimbursement or return to the Company, I will promptly effect such forfeiture, reimbursement or return as required and in a manner permitted by the Policy and in accordance with the Administrator's determination; and
- (4) In the event of any inconsistency between the Policy and the terms of any employment agreement to which I am a party, or the terms of any Company compensation plan, program, agreement or arrangement under which any compensation has been granted, awarded, earned or paid to me, the terms of the Policy shall govern.

---

Signature

---

Print Name

---

Date

---

---