


VEECO INSTRUMENTS INC

MEETING DATE	Thu, 03 May 2018 8:30 am	TYPE	AGM	ISSUE DATE	Tue, 17 Apr 2018
MEETING LOCATION	333 South Service Road, Plainview, New York 11803				
CURRENT INDICES	PIRC Global				
SECTOR	Special industry machinery, not elsewhere classified				

PROPOSALS		ADVICE
1.1 Elect Richard A. D'Amore	Lead Director. Not considered independent owing to a tenure of over nine years. However, there is sufficient independent representation on the Board.	For
1.2 Elect Keith D. Jackson	Independent Non-Executive Director.	For
2 Advisory Vote on Executive Compensation	<p>The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment.</p> <p>For fiscal 2017, annual incentives was considered to be excessive. The CEO's actual bonus for the year was 645,208 USD, representing 92.17% of his base salary (200% maximum is considered as acceptable practice. Best practice states that all executives should hold at least six times base salary in stocks, currently executives hold three times base salary. Executive compensation is not aligned with companies of a similar capitalisation.</p> <p>Veeco Instruments Inc. have a robust compensation claw back policy in place that allows for the recoupment of payment if in the event that misconduct by an executive contributes to a restatement of the financial results. Good reason is not adequately defined.</p> <p>The compensation rating is: BCC.</p> <p>Triodos supports this resolution.</p>	For
3 Appoint the Auditors	KPMG proposed. Non-audit fees represented 17.01% of audit fees during the year under review and 13.08% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.	For

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2 - Advisory Vote on Executive Compensation

Disclosure: B- Annual Cash Incentive is based on the financial performance of the company, as measured by adjusted operating income. Equity-based compensation is composed of Performance-based Restricted Stock Unit (PRSUs) awards and time-based awards. Cumulative revenue and cumulative adjusted EBITDA are the performance metrics used to grant the PRSUs award. Peer groups are disclosed. However, the Company failed to provide the fees it paid to the Compensation Consultants. The disclosure of these fees is encouraged in the interests of greater transparency.

Balance: C- For fiscal 2017, annual incentives was considered to be excessive. The CEO's actual bonus for the year was 645,208 USD, representing 92.17% of his base salary (200% maximum is considered as acceptable practice. Best practice states that all executives should hold at least six times base salary in stocks, currently executives hold three times base salary. Executive compensation is not aligned with companies of a similar capitalisation.

Contract: C- Veeco Instruments Inc. have a robust compensation claw back policy in place that allows for the recoument of payment if in the event that misconduct by an executive contributes to a restatement of the financial results. Good reason is not adequately defined.

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