

# **MATTSON TECHNOLOGY, INC.**

## **Restated Charter for the Compensation Committee of the Board of Directors**

### **I. PURPOSE**

This Charter specifies the scope of the responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Mattson Technology, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary purpose of the Committee is to discharge the Board’s responsibilities relating to compensation and benefits of the Company’s executive officers and directors. In carrying out these responsibilities, the Committee shall review all components of executive officer and director compensation for consistency with the Committee’s compensation philosophy as in effect from time to time. The Committee will also assist the Board in discharging the Board’s responsibilities regarding the establishment, review and maintenance of compensation and benefits plans, policies and programs applicable to the Company generally.

### **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of at least three directors, each of whom, in the determination of the Board shall (a) satisfy the independence requirements of the NASDAQ Stock Market (“NASDAQ”); (b) qualify as a “non-employee director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Act”); and (c) qualify as an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) . A director shall not serve as a member of the Committee if an executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer.

The members shall be appointed by the Board on the recommendation of the Nominating Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be replaced by the Board on the recommendation of the Nominating Committee. Unless a chairman is elected by the Board, the members of the Committee may designate a chairman by the majority vote of the full Committee membership. The Committee may from time to time delegate duties or responsibilities to subcommittees or to one member of the Committee.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members are later determined not to have met the membership requirements set forth above shall be nonetheless be valid and effective.

### **III. MEETINGS**

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate, to perform its duties hereunder and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any consultant or advisor used to evaluate director, CEO or executive compensation, and to determine and approve the terms of engagement the fees and costs for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist in it in performing any duties hereunder shall be borne by the Company. The Committee shall retain consultants, legal counsel and other advisors only after taking into account the independence of such consultants, legal counsel and advisors in accordance with applicable rules and regulations, if any.

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year to review the compensation of the executive officers, directors and other employees of the Company, and otherwise perform its duties under this charter.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties, the Committee shall:

1. Establish and review the overall compensation philosophy of the Company.
2. Approve all compensation for the Chief Executive Officer, including incentive-based and equity-based compensation, based on guidelines from the Board, if any.
3. Review and approve annual performance objectives and goals relevant to compensation for the Chief Executive Officer and evaluate the performance of the Chief Executive Officer in light of these goals and objectives.
4. Consider, in determining the long-term incentive component of compensation for the Chief Executive Officer, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years.
5. Review and approve compensation, including incentive-based and equity-based compensation, for executive officers and other Vice President level and above employees reporting to the Chief Executive Officer.
6. Review and approve compensation policies and plans applicable to all employees of the Company and review the relationship between risk management policies and practices, corporate strategy and compensation. Review, with the Company's management, whether the Company's compensation policies and practices encourage unnecessary or excessive risk taking, and evaluate whether the

financial incentives and risks relating to such policies and practices are appropriate.

7. Approve all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to executive officers.
8. Periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the CEO, other executive officers and directors relative to comparable companies in the Company's industry.
9. Review all compensation programs applicable to non-employee Directors of the Board, including all forms of cash and equity compensation and make recommendations to the Board for the Board's approval.
10. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and Annual Report on Form 10-K.
11. Grant Awards and serve as administrator of the Company's 2005 Equity Incentive Plan, as amended from time to time, in accordance with directions by the Board.
12. Serve as the "Committee" under and pursuant to the Amended and Restated 1994 Employee Stock Purchase Plan ("ESPP"), as amended from time to time, which administers the ESPP.
13. Review the 401(k) plan audit on an annual basis.
14. Perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
15. Make regular reports to the Board of Directors regarding the foregoing.
16. Review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval.