

# Ultratech Code of Business Conduct and Ethics

## 1. Introduction

The Board of Directors of Ultratech, Inc. has adopted this Code of Business Conduct and Ethics to set forth the standards which must guide our actions.

1. This Code applies to all directors, officers, and employees of Ultratech, Inc., and its subsidiaries (together "Ultratech").
2. Ultratech recognizes that the success of our business, the credibility we gain, and ultimately our reputation is dependent on the trust and confidence we earn by adhering to our commitments, by displaying honesty and integrity, and by reaching company goals solely through honorable conduct. It is easy to say what we must do; but the proof, and our reputation, is based on our actions.

## 2. How We Work

### Respect for the Individual

Ultratech is an equal employment employer and is committed to providing a workplace that is free of all types of unlawful discrimination and free from unlawful, abusive, offensive or harassing behavior. Any employee who feels unlawfully harassed or discriminated against should report the incident immediately to his or her local manager or Human Resources Representative.

### Open and Honest Communication – Reporting Code Violations

At Ultratech, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Employees, officers and directors are encouraged to address any ethics or compliance issues with their local managers or Human Resources, as most problems can be resolved quickly. If, for any reason, the employee is not comfortable approaching his or her manager or Human Resources then the employee should file a report with [www.ethicspoint.com](http://www.ethicspoint.com), where it will be directed for investigation, including when appropriate and permitted by local law, to Ultratech's Audit Committee.

Employees, officers and directors may report violations or suspected violations anonymously or by identifying oneself. Please keep in mind, however, that in some circumstances, it may be more difficult or even impossible for Ultratech to thoroughly investigate reports that are made anonymously. Ultratech therefore encourages employees to share their identity when reporting.

In certain cases, information may also be shared with local law enforcement or other authorities as necessary to comply with legal requirements or to protect Ultratech's legal interest. The person accused or reported will, however, be notified of the report as soon as reasonably practical as required by applicable law. Ultratech, however, will not provide the accused with the name of the reporting individual unless required to do so by law.

The data collected and processed (which may include personal information related to the employee or the accuser's name, position, etc.) will be treated confidentially and proportionate in relation to the specific purpose for which they are collected or further processed. Processed

personal data shall be retained no longer than required or permitted by applicable law. All information will be dealt with in accordance with the requirements of all local data protection legislation.

Ultratech will investigate all reported instances of questionable or unethical behavior and, if improper action is found to have occurred, will take appropriate action. We will not tolerate retaliation against employees who, in good faith, raise genuine ethics concerns. However, if a report is made in "bad faith," for instance, if a false or misleading report is deliberately made (as opposed to an honest mistake), the person making the report may be subject to disciplinary action, up to and including termination of employment, consistent with applicable law.

### **Setting the Standard**

Management has the responsibility for demonstrating, through their actions the importance of this Code. Ethical behavior is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Ultimately, our actions are what matter.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employee's ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Ultratech we want the ethics dialogue to become a natural part of daily work.

### **Compliance with Laws, Rules, and Regulations**

Ultratech's commitment to integrity begins with complying with the laws, rules, and regulations where we do business. Further, every employee, officer and director must have an understanding of these company policies, laws, rules, and regulations and the manner in which they apply to our specific roles. If you are unsure of whether a contemplated action is permitted by law or Ultratech policy, you should seek the advice of an expert. Each of us is responsible for preventing violations of law and should speak up if we see suspected violations.

Because of the nature of our business, some legal requirements warrant specific mention here.

### ***Competition***

We are dedicated to ethical, fair, and vigorous competition. We will sell Ultratech products and services based on their merit, superior quality, functionality, and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Ultratech or the sales of its products or services. Employees, directors and officers should immediately report any boycott request.

### ***Proprietary Information***

It is important that we respect the property rights of others. We will not acquire or seek to acquire, through improper means, a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property.

### ***Selective Disclosure***

We will not selectively disclose any material nonpublic information with respect to Ultratech, its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

### ***Insider Trading***

Obligations under the United States securities laws apply to Ultratech employees, directors and officers. In the normal course of business, directors, officers and employees of Ultratech may come into possession of significant, non-public information. You may not profit from it by buying or selling securities yourself, or passing on the information to others to enable them to profit, or for them to profit on your behalf. Using non-public information to trade in securities, or providing anyone a “tip” based on such non-public information is strictly prohibited.

### ***Health and Safety***

The personal health and safety of every employee and visitor along with protection of the environment is of primary importance to Ultratech. Ultratech makes every effort to prevent occupational illnesses and injuries. We are committed to providing the equipment, facilities and training necessary to ensure personal health and safety and protect the environment.

### ***Conflicts of Interest***

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Ultratech may conflict with our own personal interests. We owe a duty to Ultratech to advance its legitimate interests when the opportunity to do so arises. We must never use Ultratech property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Ultratech.

Common ways conflicts of interest may arise:

### ***Commercial Gifts, Gratuities and Business Courtesies***

Ultratech is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Ultratech was sought, received or given in exchange for personal business courtesies. Gifts, to or from any single entity, in any six month period, in excess of \$100 USD in value or any other material benefit may not be accepted from, or given to, current or potential non-governmental customers, suppliers, competitors, another company’s employees, shareholders, or the general public.

Employees who award contracts or who influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect Ultratech’s reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Ultratech is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Ultratech business.

### ***Meals, Refreshments and Entertainment – Non-Governmental***

Employees, officers and directors may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future

- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public

Other ways conflicts of interest could arise:

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while the employee is employed with Ultratech
- Supervising family members or closely related persons
- Serving as a board member for an outside commercial company or organization without prior written approval from Ultratech's CEO or Board of Directors
- Owning or having a substantial interest in a competitor, supplier or contractor
- Having an undisclosed personal interest, financial interest or potential gain in any Ultratech transaction
- Placing company business with a firm owned or controlled by an Ultratech employee or his or her family.

Determining whether a conflict of interest exists is not always easy to do. Employees who believe a conflict of interest already exists or may exist if an activity, transaction, or relationship is engaged upon should seek the advice of either their manager or the VP of Human Resources.

### 3. **Loyalty**

#### ***Confidential Information***

Integral to Ultratech's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential suppliers or vendors. Employees, officers and directors should not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

#### ***Use of Company Resources***

Company resources, including time, material, equipment and information, are provided for company business use. Generally, employees should not use company equipment such as computers, copiers and fax machines to conduct outside business or in support of any religious, political or other outside daily activity, except for company-requested support for nonprofit organizations. Employees should not solicit contributions nor distribute non-work related materials during work hours.

We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are unlawful or harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager or the VP of Human Resources.

#### ***Media Inquiries***

Ultratech is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, all media inquiries should be directed to the VP of Investor Relations, the CFO, or to the CEO. No one else is authorized to issue a press release or represent Ultratech to any news or media source without the express permission of the VP of Investor Relations, the CFO, or the CEO.'

#### 4. **Reporting Results Accurately**

##### ***Accurate Public Disclosures***

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, directors and officers including all financial executives, with any responsibility for the preparation of such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform local management, the Human Resources Department, or use the ethics hotline if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

##### ***Corporate Recordkeeping***

We create, retain and dispose of our company records as part of our normal course of business in compliance with all Ultratech policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Ultratech's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Ultratech books, records, processes or internal controls.

Employees should inform local management, the Human Resources Department, or use the ethics hotline if they learn that corporate records were not accurately, timely, and properly maintained.

#### 5. **Governmental Bribery**

Ultratech requires full compliance with the Foreign Corrupt Practices Act of 1977 (FCPA) by all of its employees, officers, and directors, and compliance with similar statutes where Ultratech operates. The FCPA prohibits Ultratech, its directors, officers and employees (and agents, consultants and contractors) from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Violation of the FCPA can result in civil and criminal liability for Ultratech, its directors, officers and employees.

The use of Ultratech's funds or assets for any unlawful or improper purpose is strictly prohibited. No payment shall be made to, or for the benefit of, government employees for the purpose of, or otherwise in connection with, the securing of sales to or obtaining favorable action by a government agency. Gifts of substantial value to, or lavish entertainment of, government employees are prohibited since they can be construed as attempts to influence government decisions in matters affecting Ultratech's operation. Any entertaining of public officials or the furnishing of assistance in the form of transportation or other services should be of such nature that the official's integrity or reputation will not be compromised.

The offer, payment or promise to transfer in the future company funds or assets or the delivery of gifts or anything else of value to foreign officials, foreign political parties or officials or candidates of foreign political parties or international organizations is strictly prohibited for the purpose of

influencing any act or decision of any such person in his or her official capacity, including the decision to fail to perform his or her official functions or to use such persons or party's influence with a foreign government or instrumentality in order to affect or to influence any act or decision of such government or instrumentality in order to assist Ultratech in obtaining or retaining business for or with, or directing business to any person or entity.

All of our employees, officers and directors, wherever located, are responsible for FCPA compliance and the procedures to ensure FCPA compliance in addition to similar local statutes. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA to ensure compliance with the highest moral, ethical and professional standards of Ultratech. Any employee who learns of or suspects a violation of this policy should promptly report the matter in accordance with the reporting policy above.