

# MATTSON TECHNOLOGY INC.

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## MATTSON TECHNOLOGY, INC. CODE OF ETHICS AND BUSINESS CONDUCT

### SUMMARY

All Mattson Technology, Inc. (“Mattson” or “Company”) employees, contractors, officers and directors (collectively referred to as “management and staff”) must read the Mattson Code of Ethics and Business Conduct (“Code”) in its entirety. The following is a brief summary of the Code, which is designed to facilitate compliance. It must be used in conjunction with, not as a substitute for, the Code itself.

- *All Mattson **management and staff** must comply with this Code of Ethics and Business Conduct and with all applicable laws, rules and regulations in performing their duties for the Company.*
- ***Management and staff** with export responsibilities bear a special responsibility for understanding and complying with the laws and regulations relating to export control.*
- ***Management and staff** must provide prompt and accurate answers to all inquiries made to them in connection with the Company’s preparation of its financial reporting.*
- ***Management and staff** with financial reporting responsibilities bear a special responsibility for promoting integrity throughout the Company.*
- ***Management and staff** must avoid any situation in which their personal interests conflict or even appear to conflict with the Company’s interests. **Management and staff** owe a duty to the Company not to compromise the Company’s legitimate interests and to advance such interests when the opportunity to do so arises in the course of their employment.*
- *All confidential information concerning the Company is the property of the Company and must be protected.*
- ***Management and staff** must deal honestly with the Company’s customers, suppliers, competitors, and other **management and staff**.*
- ***Management and staff** must protect the Company’s assets and ensure their proper use.*
- ***Management and staff** must report any suspected violation of this Code or of applicable laws, and any concerns relating to accounting, auditing or financial disclosure, to the appropriate Company personnel or via the Company’s anonymous and confidential reporting procedures.*
- *When **management and staff** are faced with a business situation where they must determine the right thing to do, they should ask themselves: Would I want my actions reported on the front page of the newspaper or on television?*

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## MATTSON TECHNOLOGY, INC.

### CODE OF ETHICS AND BUSINESS CONDUCT

#### 1. Policy Statement

Mattson Technology, Inc. (“Mattson” or the “Company”) is committed to being a good corporate citizen. The Company’s policy is to conduct its business affairs honestly and in an ethical manner. That goal cannot be achieved unless every member of management and staff individually accepts responsibility to promote integrity and demonstrate the highest level of ethical conduct in all of his or her activities.

Activities that may call into question the Company’s reputation or integrity must be avoided. The key to compliance with the Code is exercising good judgment. This means following the spirit of this Code and the law, doing the “right” thing and acting ethically even when the law is not specific. When an individual is faced with a business situation where he or she must determine the right thing to do, he or she should ask the following questions:

- Am I following the spirit, as well as the letter, of any law or Company policy?
- Would I want my actions reported on the front page of the newspaper or on television?
- What would my family, friends or neighbors think of my actions?
- Will there be any direct or indirect negative consequences for the Company?

Managers set an example for other employees and contractors and are often responsible for directing the actions of others. Every manager is expected to take necessary actions to ensure compliance with this Code, to provide guidance and assist individuals in resolving questions concerning the Code and to permit each individual to express any concerns regarding compliance with this Code. No one has the authority to order another individual to act contrary to this Code.

#### 2. Compliance with Laws and Regulations

*The Company seeks to comply with both the letter and spirit of the laws and regulations in all countries in which it operates.*

The Company is committed to full compliance with the laws and regulations of the cities, states and countries in which it operates. You must comply with all applicable laws, rules and regulations in performing your duties for the Company. Numerous federal, state and local laws and regulations define and establish obligations with which the Company, its employees, contractors and agents must comply. Under certain circumstances, local country law may establish requirements that differ from this Code. You are expected to comply with all local country laws in conducting the Company’s business. If you violate these laws or regulations in performing your duties for the Company, you not only risk individual indictment, prosecution and penalties, and civil actions and penalties, you also subject the Company to the same risks and penalties. If you violate these laws in performing your duties for the Company, you may be

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subject to immediate disciplinary action, including possible termination of employment or affiliation with the Company.

The Company and its managers and staff must comply with all laws and regulations relating to export control. This involves, among other things, (a) ensuring that all exported products, technology and software are either licensed for export or are exempt from licensing requirements; (b) ensuring that no products, technology or software is exported without proper screening of the recipient and the end-uses; (c) complying with recordkeeping procedures; (d) complying with procedures for hiring foreign nationals and plant visits by foreign nationals; and (e) conducting regular export training and audits. The Company's U.S. Export Compliance Policy can be found on the Company's intranet.

As explained below, you should always consult your manager or the Compliance Officer with any questions about the legality of your or your colleagues' conduct (see Section 12 below). The Company also makes available resources to facilitate your compliance with applicable laws and regulations.

### **3. Discrimination and Harassment**

The Company does not unlawfully discriminate against, nor does it tolerate harassment by any person, including co-workers, managers, customers and suppliers on the basis of personal characteristics.

The Company is committed to providing a workplace free of harassment. Harassment can take many forms, including verbal harassment (e.g. jokes, slurs, unwelcome advances) or physical harassment (e.g. unwelcome physical contact, assault or inappropriate gestures).

### **4. Full, Fair, Accurate, Timely and Understandable Disclosure**

It is important to the Company that all public communications made by the Company are full, fair, accurate, timely and understandable. You must take all steps available to assist the Company in these responsibilities consistent with your role within the Company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with the Company's preparation of its public reports and disclosure.

The Company's Chief Executive Officer and Chief Financial Officer are responsible for designing, establishing, maintaining, reviewing and evaluating the effectiveness of the Company's internal controls, disclosure and financial reporting. The Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller and such other Company officers as are designated from time to time by the Board of Directors shall be deemed the "Senior Officers" of the Company. Senior Officers shall take all steps necessary or advisable to ensure that all financial reporting is full, fair, accurate, timely, and understandable.

Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Senior Officers will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles. Senior Officers will ensure that

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the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. Senior Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;
- Transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
- Access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
- The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the Company's financial statements.

Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated, and will result in disciplinary action up to and including, termination of employment.

## **5. Special Ethics Obligations for Management and Staff with Financial Reporting Responsibilities**

Senior Officers each bear a special responsibility for promoting integrity throughout the Company. Furthermore, the Senior Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information.

Because of this special role, the Senior Officers must:

- Perform his or her duties in an honest and ethical manner.
- Handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner.
- Take all necessary actions to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- Comply with all applicable laws, rules and regulations of federal, state and local governments.
- Proactively promote and be an example of ethical behavior in the work environment.

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## 6. Conflicts of Interest and Corporate Opportunities

*You must avoid any situation in which your personal interests conflict or even appear to conflict with the Company's interests. You owe a duty to the Company not to compromise the Company's legitimate interests and to advance such interests when the opportunity to do so arises in the course of your employment or service to the Company.*

You shall perform your duties to the Company in an honest and ethical manner. You shall handle all actual or apparent conflicts of interest between your personal and professional relationships in an ethical manner.

You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of the Company. You may not engage in activities that compete with the Company or compromise its interests. You should not take for your own benefit opportunities discovered in the course of employment or service that you have reason to know would benefit the Company. The following are examples of actual or potential conflicts:

- You, or a member of your family, receive improper personal benefits as a result of your position in the Company;
- You use Company's property for your personal benefit;
- You engage in activities that interfere with your loyalty to the Company or your ability to perform Company duties or responsibilities effectively;
- You work simultaneously (whether as an employee or a consultant) for a competitor, customer or supplier;
- You, or a member of your family, have a financial interest in a customer, supplier, or competitor which is significant enough to cause divided loyalty with the Company or the appearance of divided loyalty (the significance of a financial interest depends on many factors, such as size of investment in relation to your income, net worth and/or financial needs, your potential to influence decisions that could impact your interests, and the nature of the business or level of competition between the Company and the supplier, customer or competitor);
- You, or a member of your family, acquire an interest in property (such as real estate, patent or other intellectual property rights or securities) in which you have reason to know the Company has, or might have, a legitimate interest;
- You, or a member of your family, receive a loan or a guarantee of a loan from a customer, supplier or competitor (other than a loan from a financial institution made in the ordinary course of business and on an arm's-length basis);
- You divulge or use the Company's confidential information – such as financial data, customer information, or computer programs – for your own personal or business purposes;

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- You make gifts or payments, or provide special favors, to customers, suppliers or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier or competitor to make a purchase, or take or forego other action, which is beneficial to the Company and which the customer, supplier or competitor would not otherwise have taken; or
- You are given the right to buy stock in other companies or you receive cash or other payments in return for promoting the services of an advisor, such as an investment banker, to the Company.

On occasions when gift giving or entertainment is widely accepted and customarily practiced, such gratuities may be offered to employees of customers, suppliers, or others, provided they are lawful, appropriate, of nominal value, and consistent with the recipient's corporate policies. Questions regarding whether a particular gratuity violates this policy should be directed to the Compliance Officer.

Neither you, nor members of your immediate family, are permitted to solicit or accept valuable gifts, payments, special favors, or other consideration from customers, suppliers, or competitors.

Conflicts are not always clear-cut. If you become aware of a conflict described above or any other conflict, potential conflict, or have a question as to a potential conflict, you should consult with your manager, Human Resources, or the Company's Compliance Officer and/or follow the procedures described in Sections 11 and 12 of the Code. If you become involved in a situation that gives rise to an actual conflict, you must inform your manager or the Company's Compliance Officer of the conflict.

## **7. Confidentiality**

***All confidential information concerning the Company obtained by you is the property of the Company and must be protected.***

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers if disclosed. You must maintain the confidentiality of such information entrusted to you by the Company, its customers, and its suppliers, except when the Company authorizes disclosure or as is required by law.

Examples of confidential information include, but are not limited to: the Company's trade secrets; business trends and projections; information about financial performance; new product or marketing plans; research and development ideas or information; manufacturing processes; information about potential acquisitions, divestitures and investments; stock splits, public or private securities offerings or changes in dividend policies or amounts; significant personnel changes; and existing or potential major contracts, orders, suppliers, customers, or finance sources or the loss thereof.

Your obligation with respect to confidential information extends beyond the workplace. In that respect, it applies to communications with your family members and continues to apply even after your employment or director relationship with the Company terminates.

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## 8. Fair Dealing

*Our goal is to conduct our business with integrity.*

You should endeavor to deal honestly with the Company's customers, suppliers, competitors, and employees. Under federal and state laws, the Company is prohibited from engaging in unfair methods of competition, and unfair or deceptive acts and practices. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.

Examples of prohibited conduct include, but are not limited to:

- Bribery or payoffs to induce business or breaches of contracts by others;
- Acquiring a competitor's trade secrets through bribery or theft;
- Making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
- Mislabeling products or services.

## 9. Protection and Proper Use of Company Assets

*You should endeavor to protect the Company's assets and ensure their proper use.*

Company assets, both tangible and intangible, are to be used only for legitimate business purposes of the Company and only by authorized employees or consultants. Intangible assets include intellectual property such as trade secrets, patents, trademarks and copyrights, business, marketing and service plans, engineering and manufacturing ideas, designs, databases, Company records, salary information, and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure, or distribution of Company assets violates Company policy and this Code. Theft or waste of, or carelessness in using, these assets have a direct adverse impact on the Company's operations and profitability and will not be tolerated.

The Company provides computers, voicemail, electronic mail (e-mail), and Internet access to certain employees for the purpose of achieving the Company's business objectives. As a result, the Company has the right to access, reprint, publish, or retain any information created, sent or contained in any of the Company's computers or e-mail systems of any Company machine. You may not use e-mail, the Internet or voice mail for any illegal purpose or in any manner that is contrary to the Company's policies or the standards embodied in this Code.

You should not make copies of, or resell or transfer copyrighted publications, including software, manuals, articles, books, and databases being used in the Company, that were created by another entity and licensed to the Company, unless you are authorized to do so under the applicable license agreement. In no event should you load or use, on any Company computer, any software, third party content or database without receiving the prior written permission of the Legal Department to do so. You must refrain from transferring any data or information to any Company computer other than for Company use. You may use a handheld computing device or

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mobile phone in connection with your work for the Company, but must not use such device or phone to access, load or transfer content, software or data in violation of any applicable law or regulation or without the permission of the owner of such content, software, or data. If you should have any question as to what is permitted in this regard, please consult with the Company's Legal Department.

## **10. Other Prohibited Conduct**

The Company prohibits the following conduct: (i) stealing or removing, without permission, Company property or property of another employee, a customer, supplier, or a visitor; (ii) violating any Company safety rule, including OSHA rules; (iii) falsifying employment records or other Company records; (iv) deliberate destruction or damage to any Company property or the property of any employee, a customer, supplier or a visitor; (v) insubordination, including, but not limited to, failure or refusal to obey the instructions of a supervisor or the use of abusive or threatening language toward a supervisor; or (vi) failing to promptly report to a supervisor the loss of, or known malfunctioning of, tools, vehicles, or equipment, electrical or mechanical. The list merely contains examples of conduct that may lead to disciplinary action. It does not constitute a complete list of all types of conduct that can result in disciplinary action. This list of prohibited conduct does not alter the at-will nature of employees' employment.

## **11. Reporting Violations of Laws or Company Policies and Concerns Regarding Accounting or Financial Reporting**

*You must report any suspected violation of this Code or applicable laws, and any concerns relating to accounting, auditing or financial disclosure, to the appropriate Company personnel or via the Company's anonymous and confidential reporting procedures.*

You must promptly report to your manager, the Compliance Officer or the Whistleblower Administrator (a) any transaction, relationship, action, or failure to act that you believe, in good faith, is inconsistent with, in violation of, or reasonably could be expected to give rise to a violation of, this Code or applicable laws and regulations, and (b) any concerns you have or notice you have received relating to questionable accounting practices, internal accounting controls, auditing, or financial disclosure. Managers who receive such reports must forward the report to the Compliance Officer (this role is currently assigned to the Chief Financial Officer), unless the Compliance Officer is the subject of the complaint, in which case the report should be submitted to either the CEO, or the Whistleblower Administrator (this role is currently assigned to Internal Audit), or submitted through the online website hosted by EthicsPoint, Inc. ("EthicsPoint").

If you wish to report any such matters anonymously or confidentially, then you may do so in the following ways:

- Submit your report via a confidential website hosted by EthicsPoint at either of the following locations:
  - [www.ethicspoint.com](http://www.ethicspoint.com)
  - Call the confidential hotline managed by EthicsPoint at (866) 291-5287



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Reports submitted through EthicsPoint will automatically be routed to the following persons: (i) Whistleblower Administrator and the (ii) Legal department.

The Company has a Whistleblower Policy that further outlines the steps for reporting such violations. This policy is accessible to all employees on the Company's intranet.

Use common sense and good judgment; Act in good faith. You are expected to become familiar with and to understand the requirements of the Code. If you become aware of a suspected violation, do not try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. Appropriate personnel should review the circumstances as promptly as possible because any delay may affect the results of an investigation. A violation of the Code or of applicable laws and/or governmental regulations is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.

Internal investigation. When an alleged violation of the Code, applicable laws and/or governmental regulations is reported, the Company will take appropriate action in accordance with the compliance procedures outlined in Section 12 of the Code. You are expected to cooperate in internal investigations of alleged misconduct or violations of the Code or of applicable laws or regulations.

No fear of retaliation. It is Company policy that there be no intentional retaliation against any person who provides truthful information to a Company or law enforcement official concerning a possible violation of any law, regulation or Company policy, including this Code. Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, the Company will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of its investigation, the Company may find it necessary to share information with others on a "need to know" basis. No retaliation shall be taken against you for reporting alleged violations while acting in good faith.

## **12. Compliance Procedures**

The Company has established this Code as part of its overall policies and procedures. To the extent that other Company policies and procedures conflict with this Code, you should follow this Code. The Code applies to all Company management and staff, including all directors and officers, in all locations (except for those locations for which the Company has adopted a separate code of ethics).

The Code is based on the Company's core values, good business practices, and applicable law. The existence of a Code, however, does not ensure that management and staff will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to the Code must know and understand the Code as it applies to them and as

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it applies to others. You must champion the Code and assist others in knowing and understanding it.

- Compliance. You are expected to become familiar with and understand the requirements of the Code. Most importantly, you must comply with it.
- Chief Executive Officer Responsibility. The Company's Chief Executive Officer shall be responsible for ensuring that the Code is established and effectively communicated to all management and staff. Although the day-to-day compliance issues will be the responsibility of the Company's managers, the Chief Executive Officer has ultimate accountability with respect to the overall implementation of and successful compliance with the Code.
- Corporate Compliance Management. The Chief Executive Officer shall select an employee to act as the Compliance Officer. The Compliance Officer's charter is to ensure communication, training, monitoring, and overall compliance with the Code. The Compliance Officer will, with the assistance and cooperation of the Company's officers, directors and managers, foster an atmosphere where management and staff are comfortable in communicating and/or reporting concerns and possible Code violations. The Chief Financial Officer has been designated as the Compliance Officer.
- Internal Reporting of Violations. The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that all management and staff of the Company report suspected violations in accordance with Section 11 of this Code.
- Screening Of Employees and Contractors. The Company shall exercise due diligence when hiring and promoting employees and contractors and, in particular, when conducting recruitment for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position or an employee or contractor with financial management responsibilities. The Company shall make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.
- Access to the Code. The Company shall ensure that all management and staff may access the Code on the Company's website. In addition, each current employee and contractor will be provided with a copy of the Code. New employees and contractors will receive a copy of the Code as part of their new hire information. From time to time, the Company will sponsor training programs in which the Code and other Company policies and procedures will be discussed.
- Monitoring. The officers of the Company shall be responsible to review the Code with all of the Company's managers. In turn, the Company's managers with supervisory responsibilities should review the Code with their direct reports. Managers are the "go to" persons for employee and contractor questions and concerns relating to the Code, especially in the event of a potential violation. Managers will immediately report any violations or allegations of violations to the person responsible for handling such claims – the Compliance Officer, unless he/she is the subject of the claim, in which case it should be reported to the CEO or the Whistleblower Administrator. Depending on the nature of the report, the Compliance

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Officer and the Whistleblower Administrator are responsible for communicating all reports to a designated member of the Board of Directors. Managers will work with the Compliance Officer in assessing areas of concern, potential violations, enhancements, and the overall compliance with the Code and other related policies.

- Auditing. An internal audit team selected by the Board of Directors will be responsible for auditing the Company's compliance with the Code.
- Internal Investigation. When an alleged violation of the Code or of applicable laws, or a concern related to accounting or financial reporting, is reported to the Compliance Officer or the Whistleblower Administrator, the Company shall take prompt and appropriate action.
  - If the report involves (a) conduct by a Senior Officer or member of the Board of Directors, or (b) any fraud, whether or not material, involving employees or contractors who have a significant role in the Company's internal controls, the Compliance Officer or Whistleblower Administrator shall send the report to, and discuss the report with, the designated member of the Board of Directors.
  - If the report relates to (a) a possible violation of law or (b) an issue of significant corporate interest, the Compliance Officer or Whistleblower Administrator shall send the report to, and discuss the report with the Chief Executive Officer. The Compliance Officer, Chief Executive Officer, Chief Financial Officer and designated member of the Board of Directors, as applicable, shall assess the situation and determine the appropriate course of action.
  - At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.
- Disciplinary Actions. Subject to the following sentence, the Compliance Officer, after consultation with Human Resources, shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee or contractor who is found to have violated the Code. If a violation has been reported to a member of the Board of Directors, the Board shall be responsible for determining appropriate disciplinary action. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action, up to and including termination of employment. Any employee or contractor engaged in the exercise of substantial discretionary authority, including any Senior Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of his or her duties for the Company, shall be removed from his or her position and not assigned to any other position involving the exercise of substantial discretionary authority. In addition to imposing discipline upon employees and contractors involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon an employee's or contractor's manager, if any, who directs or approves such employees' or contractors' improper actions, or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. In addition to imposing its own

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discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel.

- Required Government Reporting. Whenever conduct occurs that requires a report to the government, the Compliance Officer shall be responsible for complying with such reporting requirements.
- Corrective Actions. Subject to the following sentence, in the event of a violation of the Code, the manager, Human Resources, and the Compliance Officer should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures. If a violation has been reported to a member of the Board of Directors, the Board shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised government disclosures, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

## **13. Publication of, Amendments to, and Waivers of the Code of Ethics and Business Conduct**

The most current version of this Code will be posted and maintained on the Company's website.

Any substantive amendment or waiver (e.g., a material departure from the requirements of any provision) of this Code particularly applicable to executive officers or directors may be made only after approval by the Board of Directors.