

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

MATT WOLTER, Individually and on Behalf)
of All Others Similarly Situated,)
Plaintiff,)
vs.)
SHUBHAM MAHESHWARI, et al.,)
Defendants.)
Lead Case No. 18CV329690
(Consolidated with No. 18CV332463 and
No. 18CV332644)
CLASS ACTION

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS WHO ACQUIRED VEECO INSTRUMENTS, INC. (“VEECO” OR THE “COMPANY”) COMMON STOCK IN EXCHANGE FOR ULTRATECH, INC. (“ULTRATECH”) COMMON STOCK PURSUANT TO THE REGISTRATION STATEMENT AND PROSPECTUS (THE “OFFERING DOCUMENTS”) ISSUED IN CONNECTION WITH VEECO’S MAY 26, 2017 MERGER WITH ULTRATECH (“MERGER”)

IN ORDER TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) BY MARCH 22, 2022, AS DESCRIBED MORE FULLY BELOW.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

WHY SHOULD I READ THIS NOTICE?

This Notice is given pursuant to an order issued by the Superior Court of California, County of Santa Clara (“Court”). This Notice serves to inform you of the proposed settlement of the above-captioned class action lawsuit (“Settlement”) and the hearing (“Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Amended Stipulation of Settlement dated November 30, 2021 (“Stipulation”), by and between Class Representatives Iron Workers District Council of New England Pension Fund and Construction Workers Pension Trust Fund – Lake County and Vicinity (collectively, “Class Representatives”), on behalf of themselves and the Class (as defined below), and Defendants Veeco, Shubham Maheshwari, John R. Peeler, John P. Kiernan, Kathleen A. Bayless, Richard A. D’Amore, Gordon Hunter, Keith D. Jackson, Peter J. Simone, and Thomas St. Dennis (collectively, “Defendants”).¹

This Notice is intended to inform you about how this lawsuit and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit or whether Defendants engaged in any wrongdoing.

WHAT IS THIS LAWSUIT ABOUT?

I. THE ALLEGATIONS

Veeco designs and manufactures thin film equipment used to make electronic devices. Plaintiffs allege that Defendants violated §§11, 12(a)(2), and 15 of the Securities Act of 1933 (the “Securities Act”) by reason of material misrepresentations and omissions in the Offering Documents issued in connection with Veeco’s merger with Ultratech in May 2017. Specifically, Plaintiffs allege that the Offering Documents misrepresented and omitted material facts about Veeco’s and Ultratech’s businesses and the competitive landscape in China, including that: (1) Veeco was being decimated by one of its main competitors, AMEC; (2) several factors were

¹ The Stipulation can be viewed and/or downloaded at www.VeecoSecuritiesSettlement.com. All capitalized terms used herein have the same meaning as the terms defined in the Stipulation.

making it very difficult for Veeco to compete in China, including in the MOCVD² market (e.g., increased pricing pressure and reduced margins); (3) Veeco was already in an acrimonious IP dispute with AMEC and its supplier, SGL; (4) the Chinese government's role in the China market made it very difficult for Veeco to retain market share; and (5) many risks that Veeco characterized as hypothetical had already materialized at the time of the Merger.

Defendants deny all of Plaintiffs' allegations and deny that there was any violation of the Securities Act.

THE COURT HAS NOT RULED AS TO WHETHER DEFENDANTS ARE LIABLE. THIS NOTICE IS NOT INTENDED TO BE AN EXPRESSION OF ANY OPINION BY THE COURT WITH RESPECT TO THE TRUTH OF THE ALLEGATIONS IN THIS ACTION OR THE MERITS OF THE CLAIMS OR DEFENSES ASSERTED. THIS NOTICE IS SOLELY TO ADVISE YOU OF THE PROPOSED SETTLEMENT OF THIS ACTION AND YOUR RIGHTS IN CONNECTION WITH THAT SETTLEMENT.

II. PROCEDURAL HISTORY

Commencing on June 8, 2018, three related actions were filed against Defendants in the Superior Court of the State of California for the County of Santa Clara ("Court").

On November 30, 2018, the Court consolidated the three actions and appointed Bottini & Bottini, Inc. and Robbins Geller Rudman & Dowd LLP as co-lead counsel for Plaintiffs. On December 11, 2018, Plaintiffs filed a consolidated complaint ("Complaint"). On January 10, 2019, Defendants filed a demurrer to the Complaint. By order dated May 3, 2019, the Court overruled the demurrer in its entirety.

On August 28, 2020, Plaintiffs filed a motion for class certification. Defendants took discovery in connection with that motion, including propounding interrogatories and requests for production of documents and deposing representatives of each of the Class Representatives. By order dated April 14, 2021, the Court granted the motion certifying the Class, appointing Plaintiffs Iron Workers District Council of New England Pension Fund and Construction Workers Pension Trust Fund – Lake County and Vicinity as co-Class Representatives and appointing Robbins Geller Rudman & Dowd LLP and Bottini & Bottini, Inc. as co-Class Counsel.

Following the resolution of the demurrer, the Parties have engaged in extensive discovery efforts. In response to Plaintiffs' discovery requests, Veeco has produced and Plaintiffs' Counsel have reviewed over 182,000 pages of documents. The Parties also engaged in numerous meet-and-confer conferences regarding discovery and several informal discovery conferences with the Court.

On May 27, 2020, the Parties participated in a Zoom mediation before the Honorable Jay C. Gandhi (Ret.) of JAMS. Prior to the mediation, the Parties prepared, exchanged and provided to Judge Gandhi detailed mediation statements and exhibits setting forth their respective positions on the merits and damages. Although the Parties negotiated in good faith, no settlement was reached and litigation continued. In June 2021, the Parties renewed their efforts to resolve the case. On June 23, 2021, the Parties attended a second full-day Zoom mediation with Judge Gandhi. The Parties exchanged and provided to Judge Gandhi updated mediation statements and exhibits prior to that mediation. Although no agreement was reached at the June 23, 2021 mediation session, negotiations continued through Judge Gandhi. Thereafter, Judge Gandhi presented a mediator's proposal for the monetary terms for a settlement of the Action on a class-wide basis. On July 7, 2021, the Parties accepted the mediator's proposal and thereafter engaged in negotiations regarding the complete terms of the Settlement, which are set forth in the Stipulation and which are subject to approval by the Court.

HOW DO I KNOW IF I AM A CLASS MEMBER?

If you acquired Veeco common stock in exchange for your Ultratech common stock in the Merger between the companies, you are a Class Member. As set forth in the Stipulation, excluded from the Class are: Defendants, the officers and directors of Veeco and Ultratech (at all relevant times), members of their immediate families, and their legal representatives, heirs, successors or assigns, and any entity in which any Defendant has a majority ownership. Also excluded from the Class are those Persons who would otherwise be Class Members but who timely and validly exclude themselves therefrom.

² "MOCVD" refers to metal organic chemical vapor deposition equipment.

PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before March 22, 2022.

WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?

The Settlement, if approved, will result in the creation of a cash settlement fund of \$15,000,000 ("Settlement Fund"). The Settlement Fund, plus accrued interest and minus the costs of this Notice and all costs associated with the administration of the Settlement Fund, as well as attorneys' fees and expenses, and the payment to Class Representatives for representing the Class, as approved by the Court ("Net Settlement Fund"), will be distributed to eligible Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

WHAT IS THE PROPOSED PLAN OF ALLOCATION?

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective economic losses resulting from the alleged securities law violations set forth in the Complaint.

The Claims Administrator shall determine each Class Member's share of the Net Settlement Fund based upon the recognized loss formula ("Recognized Claim") described below. A Recognized Claim will be calculated for each share of Veeco common stock acquired in the Merger. The calculation of a Recognized Claim will depend upon several factors, including the number of shares acquired, whether the shares were ever sold, and, if so, when they were sold and for what amounts. The Recognized Claim is not intended to estimate the amount a Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Class Members pursuant to the Settlement. The Recognized Claim is the basis upon which the Net Settlement Fund will be proportionately allocated to Class Members.

Your share of the Net Settlement Fund will depend on the number of valid Proofs of Claim that Class Members send in and how many shares of Veeco common stock you acquired in the Merger, and whether you sold any of those shares and when you sold them.

The calculation of claims below is not an estimate of the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per share is \$0.00.

PLAN OF ALLOCATION

Claims for the May 26, 2017 Merger with Ultratech, Inc.

Veeco per share value: \$31.75 per share

Closing price on the date the lawsuit was filed:³ \$18.25 per share

For shares of Veeco common stock acquired in exchange for Ultratech common stock pursuant to the registration statement and prospectus issued in connection with Veeco's May 26, 2017 merger with Ultratech, and

- 1) sold prior to June 8, 2018, the claim per share is \$31.75 less the Sales Price.
- 2) retained on June 8, 2018, or sold on or after June 8, 2018, the claim per share is \$13.50 (\$31.75 minus \$18.25).

Any sale of Veeco common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. All sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of Veeco common stock shall not be deemed an acquisition or sale of Veeco common stock for the calculation of a claimant's Recognized Claim nor shall it be deemed an assignment of any claim relating to the acquisition of such share unless specifically provided in the instrument

³ The initial Class Action Complaint was filed on June 8, 2018.

of gift or assignment. The receipt of Veeco common stock in exchange for securities of any corporation or entity other than Ultratech shall not be deemed an acquisition of Veeco common stock.

The total of all profits shall be subtracted from the total of all losses from transactions during the relevant period to determine if a Class Member has a Recognized Claim. Only if a Class Member had a net market loss, after all profits from transactions in Veeco common stock during the relevant period are subtracted from all losses, will such Class Member be eligible to receive a distribution from the Net Settlement Fund.

If an Authorized Claimant has an overall market gain, the Recognized Claim for that Authorized Claimant will be \$0.00. If an Authorized Claimant has an overall market loss, that Authorized Claimant's Recognized Claim will be limited to the amount of overall market loss. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. No distribution shall be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, subject to distribution to state entities, as required by California Code of Civil Procedure §384(b)(3), any balance that still remains in the Net Settlement Fund shall be donated to the Legal Aid Society of Santa Clara County.

Please contact the Claims Administrator or Class Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are dissatisfied with the determinations, you may ask Class Counsel to request that the Court, which retains jurisdiction over all Class Members and the claims administration process, decide the issue.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Class Representatives, Plaintiffs' Counsel, Claims Administrator, any other Person designated by Plaintiffs' Counsel, or any of the Released Parties or Defendants' Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and submit a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

DO I NEED TO CONTACT PLAINTIFFS' COUNSEL IN ORDER TO PARTICIPATE IN DISTRIBUTION OF THE SETTLEMENT FUND?

No. If you have received this Notice and timely submit your Proof of Claim to the designated address, you need not contact Plaintiffs' Counsel. If your address changes, please contact the Claims Administrator at:

Veeco Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 43384
Providence, RI 02940-3384
Telephone: 1-866-724-5049
www.VeecoSecuritiesSettlement.com

THERE WILL BE NO PAYMENTS IF THE STIPULATION IS TERMINATED

The Stipulation may be terminated under several circumstances outlined in it. If the Stipulation is terminated, the Action will proceed as if the Stipulation had not been entered into.

WHAT ARE THE REASONS FOR SETTLEMENT?

The Settlement was reached after highly contested motion practice directed to the sufficiency of Class Representatives' claims and whether the proposed Class could be certified. The Parties conducted extensive document discovery. Nevertheless, the Court has not reached any final decisions in connection with Class Representatives' claims against Defendants. Instead, Class Representatives and Defendants have agreed to this Settlement, which was reached with the substantial assistance of Judge Jay C. Gandhi, a highly respected former judge with extensive experience in the mediation of complex class actions. In reaching the Settlement, the Parties have avoided the cost, delay and uncertainty of further litigation, as detailed below.

As in any litigation, Class Representatives and the proposed Class would face an uncertain outcome if they did not agree to the Settlement. The Parties expected that the case could continue for a lengthy period of time and that even if Class Representatives succeeded, Defendants would file appeals that would postpone final resolution of the case. Continuation of the Action against Defendants could also result in no recovery at all or a judgment that is less than the amount of the Settlement. Conversely, with regard to Defendants, continuing the case could result in a judgment in an amount greater than this Settlement. Accordingly, both Class Representatives and Defendants have determined that Settlement on the terms set forth in the Stipulation was in their best interests in light of the facts and procedural posture of the Action and the uncertainty of continued litigation.

Class Representatives and Plaintiffs' Counsel believe that the proposed Settlement is fair and reasonable to the members of the Class. They have reached this conclusion for several reasons. Specifically, if the Settlement is approved, the Class will receive a certain and immediate monetary recovery. Additionally, Plaintiffs' Counsel believe that the significant and immediate benefits of the Settlement, when weighed against the significant risk, delay and uncertainty of continued litigation, are a very favorable result for the Class.

WHO REPRESENTS THE CLASS?

The following attorneys are counsel for the Class:

Ellen Gusikoff Stewart
James I. Jaconette
ROBBINS GELLER RUDMAN &
DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 1-800-449-4900

Francis A. Bottini, Jr.
Yury A. Kolesnikov
BOTTINI & BOTTINI, INC.
7817 Ivanhoe Avenue, Suite 102
La Jolla, CA 92037
Telephone: 1-858-914-2001

If you have any questions about the Action, or the Settlement, you may consult with Class Counsel by contacting counsel at the phone numbers listed above.

You may obtain a copy of the Stipulation by contacting the Claims Administrator at:

Veeco Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 43384
Providence, RI 02940-3384
Telephone: 1-866-724-5049
www.VeecoSecuritiesSettlement.com

HOW WILL THE PLAINTIFFS' LAWYERS BE PAID?

Class Counsel will file a motion for an award of attorneys' fees and expenses on behalf of all Plaintiffs' Counsel that will be considered at the Settlement Fairness Hearing. Class Counsel will apply for an attorneys' fee award for Plaintiffs' Counsel in the amount of up to 33-1/3% of the Settlement Fund (or \$5,000,000), plus payment of Plaintiffs' Counsel's expenses incurred in connection with this Action in an amount not to exceed \$175,000. In addition, Class Representatives may seek a payment of up to \$20,000 in the aggregate for their efforts in representing the Class, and Notice and Administration Expenses are estimated to be \$350,000. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Class Counsel.

CAN I EXCLUDE MYSELF (OPT OUT) FROM THE SETTLEMENT?

Yes. If you want to keep the right to sue or continue to sue Defendants on your own about the legal issues in this case, then you must take steps to get out of the Class. This is called excluding yourself from, or "opting out" of, the Class. If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in this Action, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitation or repose.

To exclude yourself from the Class, you must send a signed letter by mail saying that you want to be excluded from the Class in the following Action: *Wolther v. Maheshwari*, Lead Case No. 18CV329690 (Cal. Super. Ct., Cnty. of Santa Clara). Be sure to include your name, address, telephone number and the number of shares of Veeco common stock that you acquired in the Merger with Ultratech. Your exclusion request must be **postmarked no later than February 21, 2022**, and sent to the Claims Administrator at:

Veeco Securities Settlement
c/o Gilardi & Co. LLC
EXCLUSIONS
150 Royall Street, Suite 101
Canton, MA 02021

You cannot exclude yourself by phone or by email. If you make a proper request for exclusion, you will not receive a settlement payment, and you cannot object to the Settlement. If you make a proper request for exclusion, you will not be legally bound by anything that happens in this lawsuit.

CAN I OBJECT TO THE SETTLEMENT?

Yes. If you are a Class Member, you may object to any or all of the following: the terms of the Settlement, the requested attorneys' fees, costs and expenses, Class Representatives' request for payment for representing the Class and/or the Plan of Allocation. You can either submit a written objection or you can attend the Settlement Fairness Hearing to make an oral objection.

In order for any written objection to be considered, it must (a) clearly identify the case name and number (*Wolther v. Maheshwari*, Lead Case No. 18CV329690) and include proof of Class membership; (b) be submitted to the Court either by mailing the objection to: Clerk of the Court, Superior Court of California, County of Santa Clara, 191 North First Street, San Jose, CA 95113, or by filing in person at the same location; (c) also be mailed to Class Counsel and Defendants' Counsel listed below; and (d) be filed or postmarked **on or before February 21, 2022**.

Class Counsel's addresses are Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, c/o Ellen Gusikoff Stewart, and Bottini & Bottini, Inc., 7817 Ivanhoe Avenue, Suite 102, La Jolla, CA 92037, c/o Francis A. Bottini, Jr.; Defendants' Counsel's address is O'Melveny & Myers LLP, 400 South Hope Street, 18th Floor, Los Angeles, CA 90071, c/o Matthew W. Close.

If you submit a written objection, attendance at the Settlement Fairness Hearing is not necessary.

You can also make an oral objection by appearing at the Settlement Fairness Hearing. You do not have to file a written objection in order to appear at the Settlement Fairness Hearing for the purpose of presenting an oral objection.

WHAT IS THE DIFFERENCE BETWEEN OBJECTING AND EXCLUDING MYSELF FROM THE SETTLEMENT?

Objecting is telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, Plaintiffs' Counsel's request for an award of attorneys' fees and expenses, and/or Class Representatives' request for payment for representing the Class. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer applies to you.

WHAT ARE MY RIGHTS AND OBLIGATIONS UNDER THE SETTLEMENT?

If you are a Class Member and you do not exclude yourself from the Class, you may receive the benefit of, and you will be bound by, the terms of the Settlement described in this Notice, upon approval by the Court.

HOW CAN I GET A PAYMENT?

In order to qualify for a payment, you must timely complete and return the Proof of Claim that accompanies this Notice. A Proof of Claim is enclosed with this Notice and also may be downloaded at www.VeecoSecuritiesSettlement.com. Read the instructions carefully; fill out the Proof of Claim; sign it; and mail or submit it online so that it is **postmarked (if mailed) or received (if submitted online) no later than March 22, 2022**. The Proof of Claim may be submitted online at www.VeecoSecuritiesSettlement.com. If you do not submit a timely Proof of Claim with all of the required information, you will not receive a payment from the Settlement Fund; however, unless you expressly exclude yourself from the Class as described above, you will still be bound in all other respects by the Settlement, the Judgment, and the release contained in them.

WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?

If the Settlement is approved by the Court, the Court will enter a Judgment. If the Judgment becomes Final pursuant to the terms of the Stipulation, all Class Members shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged any and all of the Released Parties from all Released Claims.

“Released Claims” means all claims, including “Unknown Claims” as defined in the Stipulation, that both (i) arise out of, are based upon, are connected to, or reasonably relate to any of the allegations, acts, transactions, facts, events, matters, occurrences, statements, representations, misrepresentations or omissions involved, set forth, alleged or referred to, in this Action, or which could have been alleged in, referred to or made part of this Action, and (ii) arise out of, are based upon, are connected to, or reasonably relate to the acquisition of Veeco common stock by Class Members pursuant or traceable to the Offering Documents issued in connection with Veeco’s May 26, 2017 Merger with Ultratech. “Released Claims” also includes any and all claims arising out of, relating to, or in connection with the Settlement or resolution of the Action against the Released Parties (including Unknown Claims), except claims to enforce any of the terms of the Stipulation. For the avoidance of doubt, “Released Claims” does not include any claims brought under the federal securities laws against Veeco that are unrelated to the allegations, acts, transactions, facts, events, matters, occurrences, statements, representations, misrepresentations, or omissions involved, set forth, alleged or referred to, in this Action, or which could have been alleged in, referred to or made part of this Action.

THE ABOVE DESCRIPTION OF THE PROPOSED SETTLEMENT AND RELEASES IS ONLY A SUMMARY. The complete terms, including the definitions of “Released Parties” and “Unknown Claims” as used in the preceding paragraph, are set forth in the Stipulation (including its exhibits), which may be obtained at www.VeecoSecuritiesSettlement.com, or by contacting Class Counsel listed on Page 5 above.

THE SETTLEMENT FAIRNESS HEARING

The Court will hold a Settlement Fairness Hearing on April 21, 2022, at 1:30 p.m., before the Honorable Sunil R. Kulkarni at the Superior Court of California, County of Santa Clara, Department 1, 191 North First Street, San Jose, CA 95113, for the purpose of determining whether: (1) the Settlement as set forth in the Stipulation should be approved by the Court as fair, reasonable and adequate; (2) Judgment as provided under the Stipulation should be entered; (3) to award Plaintiffs’ Counsel attorneys’ fees and expenses out of the Settlement Fund and, if so, in what amount; (4) to pay Class Representatives for their efforts in representing the Class out of the Settlement Fund and, if so, in what amount; and (5) the Plan of Allocation should be approved by the Court. The Court may adjourn or continue the Settlement Fairness Hearing without further notice to members of the Class.

Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the foregoing matters.

Unless otherwise directed by the Court, any Class Member who does not make his, her or its objection in the manner provided herein shall be deemed to have waived all objections to this Settlement and shall be foreclosed from raising (in this or any other proceeding or on any appeal) any objection and any untimely objection shall be barred.

You may (but are not required to) hire an attorney at your own expense to represent you for purposes of objecting. If you do, your attorney must serve a notice of appearance on counsel and file it with the Court, at the addresses listed on Page 6, by no later than April 7, 2022.

Hearings before the judge overseeing this case are again being conducted in person. However, remote appearances are still permitted, and are offered with the assistance of a third-party service provider, CourtCall. If that remains the case at the time of the Settlement Fairness Hearing, Class Members who wish to appear at the Settlement Fairness Hearing remotely should contact Class Counsel to arrange an appearance through CourtCall, at least three days before the hearing if possible. Any CourtCall fees for an appearance by an objecting Class Member shall be paid by Class Counsel.

HOW DO I OBTAIN ADDITIONAL INFORMATION?

This Notice contains only a summary of the terms of the proposed Settlement. For the precise terms and conditions of the Settlement, you are referred to the detailed Stipulation, which is on file with the Clerk of the Court. The pleadings and other records in this Action, including the Stipulation, may be examined (a) online on the Superior Court of California, County of Santa Clara's Electronic Filing and Service Website at www.scscourt.org, or (b) in person at Records, Superior Court of California, County of Santa Clara, 191 North First Street, San Jose, CA 95113, between the hours of 8:30 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays and closures. In addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim and proposed Judgment may be obtained by contacting the Claims Administrator at notifications@gilardi.com or:

Veeco Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 43384
Providence, RI 02940-3384

In addition, you may contact Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, if you have any questions about the Action or the Settlement.

PLEASE DO NOT WRITE TO OR TELEPHONE THE COURT OR DEFENDANTS' COUNSEL FOR INFORMATION REGARDING THIS SETTLEMENT OR THE CLAIMS PROCESS.

SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES

If you hold any Veeco common stock acquired in the Merger between Veeco and Ultratech, as a nominee for a beneficial owner, then, within fourteen (14) business days after you receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator at notifications@gilardi.com or:

Veeco Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 43384
Providence, RI 02940-3384

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: December 1, 2021

BY ORDER OF THE SUPERIOR COURT OF CALIFORNIA, COUNTY OF SANTA CLARA