



## **BROOKS AUTOMATION'S STANDARDS OF CONDUCT**

Brooks has grown in many ways. We have grown the levels of our business with our customers, we have grown through acquisition, we have grown in our aspirations, and we have grown as individuals as we have met the challenges that we have chosen to embrace. Through all of this change we have lived by certain standards of conduct that are the underpinnings of the successes that we have enjoyed in the past and will enjoy in the future. The values that support those standards of conduct—honesty, integrity, accountability and respect for one another and the many constituencies that we serve—will not change as we continue to evolve and grow.

The Standards of Conduct set out here are the standards we have set for ourselves in all of our dealings. They are organized by the many areas of activity in which we engage, all with the goal of ensuring that we both observe these standards and engage in their continuous improvement wherever necessary.

Also included here are the mechanisms by which any of us can report actual or possible violations of which we may become aware.

Anyone who believes that the conduct of any Brooks employee has not met or does not meet the standards set out here is encouraged to contact his or her manager, or a member of the Human Resources organization, or the office of the General Counsel. In addition, any Brooks employee may provide information on a confidential basis using our hot line. The hotline is staffed by an independent, third party service provider to help insure confidentiality if that is desired. It is available 24 hours per day, and telephone assistance is available in many languages. It can be reached as follows:

By telephone:

U.S. Hotline: 888-311-6684 or  
978-262-4400

International Hotline links on Inside Brooks  
Under Corporate Ethics Hotline on Home Page

By Email:

[corporate.ethics@brooks.com](mailto:corporate.ethics@brooks.com)

Robert J. Lepofsky  
President & CEO

# Brooks Automation Standards of Conduct

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## *Standards Towards One Another*

### **HUMAN RESOURCES AND EMPLOYEES**

- Hiring and Employment Practices

Brooks is an Equal Employment Opportunity Employer. Everyone is afforded equal opportunity in every area of hiring and employment without regard to race, color, religion, national origin, ancestry, gender, sexual orientation, age, disability, marital status, veteran status or any other characteristic protected by the law. In that same spirit we are committed to providing reasonable accommodations to qualified employees with disabilities. We will not tolerate discrimination against any employee. This policy applies to all phases of the employment relationship, including hiring new employees, measuring performance, promotions, selection for training programs, compensation administration and benefit programs.

- Harassment

1. Definition

All employees are to be treated with dignity and respect. Any conduct – whether verbal, physical, visual or otherwise – that could be considered offensive or intimidating will not be tolerated. Harassment on the basis of race, color, religion, national origin, ancestry, gender, sexual orientation, age, disability, marital status, veteran status or any other personal characteristic has no place in our work environment. Prohibited harassment includes conduct such as slurs, jokes, intimidation or any other verbal or physical attack upon a person that is based on, or relates to, one of the above characteristics. Sexual harassment includes unwelcome sexual advances and other verbal or physical conduct of a sexual nature that:

- i) Is made either explicitly or implicitly a term or condition of an individual's

employment

ii) Is used as the basis for any and all employment-related decisions affecting an individual;  
or

iii) Has the purpose of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

## 2. Action To Be Taken If Harassment May Have Occurred

An employee who believes that he or she has been the object of harassment, as well as anyone who observes an incident of such harassment, should report the matter immediately to the designated Human Resources staff member assigned to his or her organization. A supervisor who observes an incident that may constitute harassment, or who otherwise becomes aware of such an incident, should immediately notify their designated Human Resources staff member, who will arrange for an appropriate investigation. Upon completion of the investigation, the employee(s) directly involved will be advised of the results.

Any supervisor or other employee who is found to have engaged in harassment of another employee will be subject to disciplinary action up to and including termination.

To the fullest extent possible, all internal investigations of harassment complaints will be conducted confidentially.

## 3. Retaliation

We prohibit retaliation against an employee who has filed, in good faith, a complaint under this policy or under any law or for assisting in a complaint investigation. Any supervisor or member of management who knows an employee is being harassed, discriminated or retaliated against and fails to address the situation or fails to notify higher management will be subject to disciplinary action.

Retaliation against any individual for reporting or cooperating in the investigation of an incident of harassment not only violates our standards, but is unlawful. It will not be tolerated and will be treated with the same strict discipline as the harassment itself.

See also the Anti Harassment and Anti Sexual Harassment policies appearing in the HR policies on Inside Brooks

- Substance Abuse

## **Brooks Automation Standards of Conduct**

We do not condone nor will we tolerate illegal drug use or abuse of alcohol or other legally controlled substances by our employees.

Every employee, worldwide, will abide by applicable laws and regulations relative to the possession or use of alcohol and drugs. We prohibit the illegal use, sale, purchase, transfer, possession or presence in one's system of drugs, contraband (e.g., drug paraphernalia such as pipes) or substances, or the abuse or misuse of legal drugs or alcohol while on Company business or during working hours. Our policy prohibits the use, sale, purchase, transfer or possession of alcoholic beverages by employees while on Company premises, except as authorized by the Company.

Employees are also subject to disciplinary action for unlawful activities, including involvement with illegal drugs or contraband, controlled substances or alcohol, even if such activities are committed during non-working hours.

- **Security and Compliance Assistance**

Brooks is committed to providing a safe and secure workplace. In this regard, in compliance with applicable laws, Brooks may conduct a full background investigation on each prospective employee prior to and/or after actual employment and may require drug screening as a condition of employment. Firearms and other deadly weapons may not be in possession of any employee, agent or visitor while on Company premises or when engaged in Company business. Any weapon violation must be reported immediately to Security. Employees and other persons on Company premises may be subject to inspection, in compliance with applicable laws, of their personal property (including lockers, baggage, desks, parcels, computers and automobiles) while on Company property. Any employee who refuses an inspection request by authorized Brooks' personnel may be subject to disciplinary action, up to and including termination. Injury or threats of injury to Brooks' employees, theft, fraud, data security violations, property damage or threats of property damage must be reported immediately.

See also the Workplace Violence Prevention Policy appearing in the Human Resource Policies section of Inside Brooks

### ***Standards Towards Customers, Suppliers and Other Business Partners***

#### **PRODUCT QUALITY AND SAFETY**

Nothing is more valuable to us than our reputation. To protect it we must relentlessly comply with our quality processes and safety requirements. We damage our good name when we ship products or deliver services that fail to live up to Brooks' standards.

#### **SALES AND MARKETING**

We will build long term relationships with our customers by demonstrating honesty and integrity. All of our marketing and advertising will be accurate and truthful. Deliberately misleading messages, omissions of important fact, or false claims about our competitors' offerings, are never acceptable. We will only obtain business legally and ethically. Bribes or kickbacks are not acceptable. Guidance concerning customer gifts, travel and entertainment appears in the Conflict of Interests section of these Standards. We also will not engage in any "side deals" with customers in which undocumented, undisclosed terms or conditions are granted in exchange for placing an order or providing some other benefit to Books.

## Brooks Automation Standards of Conduct

### CUSTOMER INFORMATION

We must protect customer information that is sensitive, private or confidential just as carefully as our own. Only those who have a need to know should have access to confidential information. Before sharing a customer's confidential information with any third party (including contractors and vendors), we should be sure that it is permissible to do so and that the third party has agreed to keep the information confidential.

### GOVERNMENT CUSTOMERS

We must take special care to comply with all legal and contractual obligations in dealing with governments. National and local governments all around the world have specific and varied procurement laws and regulations that have been established to protect the public interest. These laws generally prohibit or put strict limits on gifts, entertainment and travel offered to government officials. (Discussed further on page 10.) They also often apply to the hiring of current or recently retired officials and their families, and to any conduct that may be viewed as improperly influencing objective decision-making. Many other laws strictly govern accounting and billing practices applied to the fulfillment of government contracts and subcontracts.

These laws are applicable to Brooks and to all of us worldwide. When we use suppliers or subcontractors to fulfill our commitments, we may also be responsible for communicating these unique governmental requirements to them. Those of us who deal with government officials and contracts are responsible for knowing and complying with applicable laws and regulations.

### BUSINESS PARTNERS

#### DOING BUSINESS WITH OTHERS

We will not do business with others who are likely to harm Brooks' reputation. For example, we will avoid doing business with others who violate the law. These laws include, for example, local environmental, employment, safety and anti-corruption statutes. All arrangements with third parties must comply with our policy and the law. We will not use a third party to perform any act prohibited by law or by the Brooks Standards of Conduct.

- **Agents and Consultants** Commission rates or fees paid to dealers, distributors, agents, finders or consultants must be reasonable in relation to the value of the product or work that is actually being done. We will not pay commissions or fees that we have reason to believe will become bribes.

- **Subcontractors** Subcontractors can play a vital role in the fulfillment of our contracts. In some cases, the subcontractor may be highly visible to our customers. It is therefore very important to ensure that our subcontractors preserve and strengthen our reputation by acting consistently with our Standards of Conduct.

- **Joint Ventures and Alliances** We will strive to ally with companies that share our commitment to ethics. We will also work to make the standards of our joint ventures compatible with our own.

### **PURCHASING PRACTICES**

Purchasing decisions must be made based solely on Brooks' best interests. Suppliers win Brooks' business based on product or service suitability, price, delivery and quality. Purchasing agreements should be documented and clearly identify the services or products to be provided, the basis for earning payment, and the applicable rate or fee. The amount of payment must be commensurate with the services or products provided.

### ***Standards Toward Our Shareholders***

#### **PROTECTING BROOKS ASSETS**

We have a responsibility to protect the Brooks assets entrusted to us from loss, damage, misuse or theft. Brooks assets such as funds, products, or computers may only be used for business purposes or other purposes approved by management. Brooks' assets may never be used for illegal purposes.

#### **PROPRIETARY INFORMATION**

We will safeguard all proprietary information by marking information accordingly, keeping it secure, and limiting access to those who have a need to know in order to do their jobs. Proprietary information includes any information that is not generally known to the public and is helpful to Brooks or would be helpful to competitors. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve the confidentiality of proprietary information continues even after employment by Brooks ends.

#### **ACCURACY OF COMPANY RECORDS**

We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, and personnel records, as well as all financial records.

All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to Brooks' system of internal controls. No false or artificial entries may be made. When a payment is made, it can only be used for the purpose spelled out on the supporting document.

#### **RECORDING AND RETAINING BUSINESS COMMUNICATIONS**

All business records and communications should be clear, truthful and accurate. Remember as well that business records and communications do not always remain private and often become public through litigation, government investigations and the media. We will avoid exaggeration, colorful language, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including e-mail and "informal" notes or memos. Records should always be retained and destroyed according to Brooks' record retention policies.

See also the Record Retention Policy under Financial Policies on Inside Brooks

#### **SECURITIES TRADING AND NON-PUBLIC INFORMATION**

## **Brooks Automation Standards of Conduct**

In the normal course of business, many of us may have access to information that could affect the value of the stock, options or other securities of Brooks or another company. Until this information is publicly disclosed, it is considered material non-public information and must be kept confidential. Acting on this information for personal gain, or disclosing it to anyone else before it has been released to the public, violates federal law and our own policy.

The question always presented in this area is “what information is material?”. The answer is that information is material if it would influence a reasonable person’s decision to buy, sell or hold a company’s stock, options or other securities. It includes not only information about earnings and possible dividend changes, but also such things as stock splits, new stock or bond offerings, significant acquisitions or divestitures, and major changes in management, corporate structure or policy. You may not trade while possessing this information, or disclose it to anyone else, including relatives, friends, co-workers or stockbrokers, until the information has been released publicly and the public has had time to react to the information.

Trading while in possession of material non-public information creates an unfair advantage over investors who do not have access to this information. Federal securities laws are designed to protect the investing public by prohibiting anyone with access to material non- public information from exploiting this advantage. Penalties to individuals and companies for violations are severe and include criminal fines and imprisonment.

Although the nature of their duties means that some employees have greater access to non-public information than others do, the rules apply to anyone who has direct or indirect access to material non-public information. This includes everyone from officers and directors to secretaries who may type confidential memoranda and technical personnel who may work on new projects.

The following guidelines are intended to help you comply with the rules regarding non-public information:

1. Material non-public information should be shared only with Brooks employees whose jobs require them to have the information.

## Brooks Automation Standards of Conduct

2. Do not disclose sensitive or non-public information to anyone outside Brooks. Brooks has standard procedures for the release of information to the public.
3. You should not buy or sell stock, options or other securities of Brooks or another company, or direct someone else to buy or sell these for you, when you possess material information about Brooks or such other company that has not been made public. After it has been made public, you cannot act on the information until the public has had time to react to the information.
4. You should not trade in another company's stock, options or other securities if you believe Brooks plans or activities will affect that stock's value.
5. All employees are prohibited from making short sales of Brooks' stock. We all need to be aware that short sales and derivative transactions, such as buying or selling put and call options, can place our financial interests in conflict with Brooks and our shareholders, since some of these transactions are profitable only if the price of Brooks stock declines. The risks of such transactions deserve careful consideration.
6. **Any call from stockholders, financial analysts or others requesting financial information about Brooks should be directed to the Director of Investor Relations.** See also the Insider Trading Policy on appearing on Inside Brooks

### ***Standards Towards Competitors and the Marketplace***

#### **COMPETITIVE INFORMATION**

We must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

If information is obtained by mistake that may constitute a trade secret or confidential information of another business, or if we have questions about the legality of information gathering, we should consult the Law Department.

#### **FAIR COMPETITION AND ANTITRUST**

Brooks and all our employees are required to comply with the antitrust and unfair competition laws of the many countries in which we do business. These laws are complex and vary considerably from country to country. They generally concern:

- Agreements with competitors that harm customers, including price fixing and allocations of customers or contracts.
- Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price of a product or service, or conditioning the sale of products on an agreement to buy other products and services.

## **Brooks Automation Standards of Conduct**

- Attempts to monopolize, including pricing a product below cost in order to eliminate competition.

Any question as to whether an action may violate competition laws should be directed to the Law Department.

### **ANTITRUST AND COMPETITION LAWS**

There are two areas in which antitrust or competition violations most frequently occur -- relations with competitors and relations with customers and suppliers.

- Relations with Competitors

The greatest danger for violations of the antitrust/competition laws arises out of contacts with competitors. It is illegal to have an understanding with a competitor, expressed or implied, written or oral, that improperly restricts competition or interferes with the ability of the free market system to function properly. Price fixing and allocating customers between companies are two of the most common examples of this.

There can be a violation of the antitrust laws even where there hasn't been a formal agreement with a competitor. A general discussion followed by common action often is enough to show that an agreement exists. In an investigation, every communication, written or oral, is subject to extreme scrutiny.

Communications with competitors should be avoided unless they concern a true customer-supplier relationship, other legitimate business ventures or permitted trade association activities. We must not engage in any communications with competitors that could result, or even appear to result, in price-fixing, allocation of customers or markets, boycotts, or production limits.

The antitrust laws do recognize, however, our need to be aware of market conditions, and we may discuss these with customers, suppliers, retailers, wholesalers and brokers, if they are not our competitors.

- Relations with Customers and Suppliers

Generally speaking we have the unrestricted right to choose our customers and suppliers. However, we may not improperly restrict a customer's (including a distributor's) freedom to establish its own prices or terms of resale. With respect to suppliers, we must avoid any agreement that sets the minimum price of resale by Brooks. We also have to avoid discussions with customers regarding Brooks supplying other customers or the prices charged to other customers.

Tie-in sales and reciprocal dealing are other potential danger areas where caution should rule. What are they? Tie-in sales occur when a customer must purchase one product or service to be able to purchase another product or service. Reciprocal sales can be described as "you buy from me because I buy from you."

## **Brooks Automation Standards of Conduct**

This is by no means an exhaustive list of areas in which antitrust laws apply. If you have any questions about a specific business activity, consult with the Law Department. *Remember that we want you to ask questions.*

### **Standards Towards Governments**

#### **COMPLIANCE WITH THE LAW**

We are required to comply with all applicable laws and regulations wherever we do business around the world. Perceived pressures from supervisors or demands due to business conditions are not excuses for violating the law. When we have any questions or concerns about the legality of an action we are responsible for checking with management, the Law Department or the Ethics Hot Line shown at the front of these standards.

#### **POLITICAL ACTIVITIES**

No one may make any political contribution for Brooks or use Brooks' name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. This includes not only money but also any contribution of value.

#### **ANTI-CORRUPTION LAWS**

We will comply with the anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (FCPA), which applies to global business. We will not directly or indirectly offer or make a corrupt payment to government officials, including employees of state-owned enterprises. These requirements apply both to Brooks employees and to our agents, such as resellers, no matter where they are doing business. If you are authorized to engage agents, make sure that they are reputable and that you require them to agree in writing to Brooks' standards in this area. Any director, officer, employee or agent of Brooks, or any stockholder acting on behalf of Brooks, who is convicted of violating the FCPA is subject to substantial fines and/or imprisonment. In addition, Brooks may also be subject to substantial fines.

Any employee or other agent of Brooks who thinks a transaction may be illegal under the FCPA must report this to his or her manager or the Office of the General Counsel. All appropriate persons, including the reporting individual, will be informed as to how the issue is resolved. If the review procedure results in a favorable decision, the transaction may proceed.

#### **IMPORT/EXPORT LAWS**

When importing or exporting products, services, information or technology, we will comply with applicable U.S. and other national laws, regulations, and restrictions. In addition, when we travel internationally on company business we are subject to laws governing what we import and export. We are responsible for knowing the laws that pertain to imports and exports, and for checking with the Company's import/export compliance manager when in doubt.

#### **GOVERNMENT CUSTOMERS, SUPPLIERS, ETC.**

## **Brooks Automation Standards of Conduct**

Gifts to government officials and employees are especially sensitive areas. To the extent that we have reason to deal with officials of or any employees of federal, state, municipal, or public authority or foreign officials in connection with contracts, concessions, licenses or other arrangements, it is extremely important to avoid even the appearance of impropriety. Failure in this regard can result in the loss of business, as well as damaging publicity for Brooks and our employees. U.S. Federal regulations prohibit government employees from accepting gifts or entertainment *in any form* from any contractor or vendor doing or seeking to do business with the government. Federal law prohibits gifts to such persons given with intent to influence the individual in the performance of an official act. Many state and other governmental bodies and foreign governments also have similar statutes. In acknowledgment of these regulations, it is the policy of Brooks not to offer or give gifts, gratuities, favors, entertainment or anything of monetary value to any government employee or to his/her family members.

Federal, state and local public agencies have developed detailed guidelines that provide rules for when an agency's employee may be given gifts, refreshments, etc. If you deal with public officials on a regular basis, obtain a copy of their agency's governing ethics, guide, or rules, if any. In addition, you should be sensitive to requests or comments by government officials which may appear perfectly proper, but could be susceptible to a different interpretation by other government officials or the media.

Each employee who deals directly with Government employees is responsible for being familiar and complying with the applicable regulations of the government agencies with which s/he does business. Before taking any action that might violate this policy, employees should discuss the proposed action with his or her manager or the office of the General Counsel.

### ***Standards Concerning Conflicts of Interest***

#### **GENERAL GUIDANCE**

Business decisions and actions must be based on the best interests of Brooks, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect our independent and sound judgment on behalf of Brooks. General guidelines to help us better understand several of the most common examples of situations that may cause a conflict of interest are listed below. At a more general level, however, we are all required to disclose to management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose.

#### **OUTSIDE EMPLOYMENT**

## **Brooks Automation Standards of Conduct**

None of us may work for or receive payments for services from any competitor, customer, distributor or supplier without approval of management. Any outside activity must be strictly separated from Brooks' employment and should not harm job performance at Brooks. We must make sure that the skills we learn and use at Brooks are not used in such a way that could hurt the business of Brooks.

### **BOARD MEMBERSHIPS**

Serving on the Board of Directors or a similar body for an outside company or government agency requires the advance approval of management. Helping the community by serving on boards of non-profit or community organizations is encouraged and does not require prior approval.

### **FAMILY MEMBERS AND CLOSE PERSONAL RELATIONSHIPS**

We may not use personal influence to cause Brooks to do business with a company in which our family members or friends have an interest.

### **INVESTMENTS**

None of us may allow our investments to influence, or appear to influence, our independent judgment on behalf of Brooks. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if one of us has an investment in a competitor, supplier, customer, or distributor and our decisions may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to management. A modest investment in a publicly-held company that is a competitor, supplier, customer, etc., or a small indirect ownership via an investment fund or trust in such a company would normally not represent a conflict of interest, provided it would not affect your efforts on behalf of Brooks.

We are also prohibited from directly or indirectly buying or otherwise acquiring rights to any property or materials when we know that Brooks may be interested in pursuing such an opportunity and the information is not public.

### **GIFTS**

Gifts are not always physical objects -- they might also be services, favors or other items of value.

- **Gifts to Brooks Employees** We don't accept kickbacks, lavish gifts or gratuities. We can accept items of nominal value, such as small promotional items bearing another company's name. We will not accept anything that might make it appear that our judgment for Brooks would be compromised.

In some rare situations, it would be impractical or harmful to refuse or return a gift. When this happens, discuss the situation with your management.

- **Gifts Given by Brooks** Some business situations call for giving gifts. Our gifts must be legal, reasonable, and approved by your management. We never pay bribes. We understand that gift-giving practices vary among cultures. Our local gift policies and guidelines address this.

We will not provide any gift if it is prohibited by law or the policy of the recipient's organization. For example, the employees of many government entities around the world are prohibited from accepting gifts. If in doubt, check first with your manager.

### **ENTERTAINMENT**

We consider "entertainment" to include a representative of both parties at the event.

## Brooks Automation Standards of Conduct

- **Entertainment of Brooks Employees** We may accept entertainment that is reasonable in the context of the business and that advances Brooks' interests. For example, accompanying a supplier or customer to a local cultural or sporting event, or to a business meal, would in most cases be acceptable.

Entertainment that is lavish or frequent may appear to influence one's independent judgment on behalf of Brooks. If an invitation seems inappropriate, we must turn down the offer or pay the true value of the entertainment ourselves. Accepting entertainment that may appear inappropriate should be discussed with management, in advance if possible.

- **Entertainment by Brooks** We may provide entertainment that is reasonable in the context of the business. If we have a concern about whether providing entertainment is appropriate, we will discuss it with management in advance.

Entertainment of government officials may be prohibited by law. Obtain advance approval from management in each instance.

### TRAVEL

- **Acceptance of Travel Expenses** We may accept transportation and lodging provided by one of our suppliers or another third party if the trip is for business and is approved in advance by the employee's supervisor. All travel accepted must be accurately recorded in our travel expense records.

- **Providing Travel** Unless prohibited by law or the policy of the recipient's organization, Brooks may pay the transportation and lodging expenses incurred by customers, agents or suppliers in connection with a visit to a Brooks facility or product installation. The visit must be for a business purpose, such as, on-site examination of equipment, contract negotiations, or training.

### *Standards for Dealing with Technology and Information*

#### **PATENTS AND INTELLECTUAL PROPERTY**

Patents and other intellectual property can be the lifeblood of a company such as ours. We operate in an international market where intellectual property rights are used as a strategic weapon, making it essential that we carefully establish and maintain our rights in all technology that we develop or acquire. This means that we should all examine our work to see whether it includes any innovations that are new and useful and that could give us a competitive advantage in any element of what we do. Such ideas should be reported to one's manager and kept confidential until patent, trade secret, copyright, trademark or other protection is obtained. For engineers this means keeping good records and having new ideas written down and witnessed in accordance with our patent policy. For Sales and Marketing it means ensuring that we are careful not to disclose or offer for sale any products containing new technology until we are sure we have taken the necessary steps to protect the innovation.

### INFORMATION AND TECHNOLOGY MANAGEMENT

- **Protection of Proprietary Information**

All Brooks employees must respect the proprietary information and trade secrets of our customers and suppliers. New employees are not to divulge the proprietary information of their  
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## **Brooks Automation Standards of Conduct**

former employers. None of us should ever disclose any proprietary information of customers or suppliers unless the release or disclosure is properly authorized by the individual or firm owning the information.

### **• Electronic Communications Policy**

All company-provided equipment, software and communication systems, including voice mail, e-mail, Internet, file folders and personal computer systems are the property of Brooks and as such are provided to employees for business purposes only. The review, transmission, retrieval or storage of offensive, obscene or other inappropriate material via Brooks computing and communications systems, including the Internet and electronic mail, is strictly prohibited. The use of Company e-mail to send offensive or inappropriate statements, make solicitations, or divulge confidential information is also prohibited.

All communications made via Brooks property are considered records and property of the Company. Brooks reserves the right, in compliance with applicable laws, to monitor, access, copy, modify, disclose or delete the contents of messages sent or received over its systems, including Internet points of contact. We also must refrain from participating in any electronic or Internet chat rooms, discussion boards or the like that discuss the business of Brooks or our financial prospects.

## ***Financial and Accounting Standards***

### **FINANCE AND ACCOUNTING**

#### **• Accuracy of Books and Records and Public Reports**

Employees, officers and directors must honestly and accurately report all business transactions. We all are responsible for the accuracy of our records and reports. Accurate information is essential to Brooks' ability to meet legal and regulatory obligations.

All Brooks books, records and accounts must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Our financial statements must conform to generally accepted accounting principles and Brooks' accounting policies. No undisclosed or unrecorded account or fund may be established for any purpose. No false or misleading entries may be made in the Brooks' books or records for any reason, and no disbursement of corporate funds or other corporate property may be made without adequate supporting documentation. Revenue may only be recorded in accordance with applicable standards, as set out by the Finance Department.

It is our policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

The retention or proper disposal of Company records shall be in accordance with established Brooks financial policies and applicable statutory and legal requirements.

See also the Records Retention Policy under Finance on Inside Brooks

#### **• Authorization Systems**

Brooks has established a financial approval system that defines and limits the authority of employees to commit or obligate the Company with respect to any agreement or transaction that has financial consequences. The Finance Department maintains and monitors compliance with the system. You are required to understand your financial approval authority and to ensure that you do not exceed your authority.

See also the Corporate Approval Policy under Finance Policies in Inside Brooks

#### **Concerns Regarding Accounting or Auditing Matters**

Employees with concerns regarding questionable accounting or auditing matters or who have

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complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Office of the General Counsel or the Audit Committee at the addresses listed earlier or may use the toll-free telephone number listed there. All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the General Counsel and Chief Financial Officer. In any event, a complete record of all complaints will be provided to the Audit Committee each fiscal quarter.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriated to address the substance of the concern or complaint.

Brooks will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern (unless the employee is found to have knowingly and willfully made a false report).

### **• Senior Financial Officers**

The honesty, integrity and sound judgment of the senior financial officers of Brooks is fundamental to the reputation and success of the Company. Although all employees, officers, and directors are required to adhere to the Company's Code of Business Conduct, the professional and ethical conduct of the Senior Financial Officers is essential to the proper function and success of the Company. Therefore, the Senior Financial Officers, in addition to complying with all of the other provisions of this Code of Business Conduct, must also comply with the Company's Code of Ethics for Senior Financial Officers.

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

#### **SAFETY AND HEALTH**

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. We are responsible for immediately reporting accidents, injuries, and unsafe equipment, practices or conditions to a supervisor or other designated person. Brooks is committed to keep our workplaces free from hazards.

In order to protect the safety of all employees, each of us must report to work free from the influence of any substance that could prevent us from conducting work activities safely and effectively.

#### **ENVIRONMENT**

We will respect the environment by complying with all applicable environmental laws in all countries in which we conduct operations. Brooks is committed to the protection of the environment by minimizing the environmental impact of our operations and operating our businesses in ways that will foster a sustainable use of the world's natural resources. We all need to support this commitment by complying with our environmental policies and programs.

#### **COMPLIANCE AND REPORTING STANDARDS**

#### **WAIVERS OF THESE STANDARDS**

While some of the policies contained in these Standards must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. Any employee or officer who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the approval of the Office of the General Counsel must be obtained. The Office of  
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the General Counsel shall be responsible for maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

Any executive officer or director who seeks an exception to any of these policies should contact the Office of the General Counsel. Any waiver of these Standards for executive officers or directors or any change to these Standards that applies to executive officers or directors may be made only by the Board of Directors and will be disclosed as required by law or stock exchange regulation.

### **REPORTING AND COMPLIANCE PROCEDURES**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with the Standards. Any employee, officer or director who knows or believes that any other employee or representative of Brooks has engaged or is engaging in Brooks-related conduct that violates applicable law or these Standards should report such information to his or her supervisor, to the Corporate Ethics Hotline (shown on the home page of Inside Brooks) or to the Office of the General Counsel. You may report such conduct openly or anonymously, without fear of retaliation. Brooks will not discipline, discriminate against or retaliate against any employee who reports such conduct in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any government investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Office of the General Counsel.

The Corporate Ethics hotline is maintained entirely by an independent company in an effort to assure that anyone wanting to make a report anonymously is able to do so. Local language support is also provided for those for whom English is not their primary language.

If the Office of the General Counsel receives information regarding an alleged violation of these Standards, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action. If the alleged violation involves an executive officer or a director, the Chief Executive Officer or the General Counsel will report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation regarding an alleged violation of these Standards. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

Brooks shall determine whether violations of these Standards have occurred and, if so shall determine the disciplinary measures to be taken against any employee who has committed such a violation. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of these Standards, has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with these Standards will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of these Standards may require us to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution.

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Moreover, any supervisor who directs or approves of any conduct in violation of these Standards, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

### **DISSEMINATION AND AMENDMENT**

These Standards will be distributed to each new Brooks' employee, officer and director upon commencement of his or her employment or other relationship with us, and will also be distributed annually to each employee, officer and director.

Brooks may amend, alter or terminate these Standards at any time for any reason. The most current version of these Standards can be found on Inside Brooks.

This document is not an employment contract between Brooks and any of our employees, officers or directors and does not alter Brooks' at-will employment policy.