



**BROOKS AUTOMATION, INC. CHARTER**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**Purpose:**

The purpose of the Nominating and Governance Committee is to assess and provide recommendations to the Board of Directors on the Board and its Committee's composition, size, and effectiveness; to identify and evaluate new candidates for the Board; to periodically assess and oversee the Company's governance policies and practices; to monitor and recommend succession plans for the position of Chairman/Lead Director of the Board and the Chief Executive Officer.

**Membership:**

The Committee shall be comprised of no less than three members, all of whom shall be independent directors as defined in the most restrictive applicable Nasdaq, SEC or statutory definition then in effect. Members of the Committee and its Chairperson are chosen by the Board and serve at the Board's pleasure with no term limit.

**Responsibilities:**

To recommend to the Board of Directors the appropriate size in terms of number of Directors of the Board.

To recommend to the Board of Directors candidates for consideration for election to the Board. In making recommendations, the Committee shall consider candidates proposed by stockholders providing appropriate biographical and background material. The Committee shall review and evaluate candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

To recommend to the Board of Directors the appropriate skills and experience criteria for potential new Directors. This assessment should include issues of diversity, skills such as understanding of manufacturing, technology, finance and marketing, and international background – all in the context of an assessment of the perceived needs of the Board at that point in time.

To recommend to the Board of Directors the nominees for election as Directors to be presented at each annual meeting.

To periodically assess the effectiveness of the Board and its members, and to recommend measures for improvement.

To review and make recommendations to the Board concerning all matters relating to the compensation of non-employee members of the Board of Directors, including equity awards and fringe benefits, if any.

To review and report to the Board on matters of corporate governance (*i.e.*, the distribution of rights and responsibilities among the Board, the Stockholders and Management in determining the direction and performance of the Company; developing rules and procedures for making decisions on corporate affairs; and providing the structure through which the Company objectives are set, and the means of attaining those objectives and monitoring performance).

To review the Brooks Automation Corporation Corporate Governance Policy and Guidelines for Board Meetings, Processes and Procedures, and recommend revisions as appropriate.

To periodically review the Company's Standards of Conduct, which includes the Company's Code of Ethics, to assure their conformance with the law and best corporate practices.

To assist it in carrying out its duties the Committee is authorized to retain outside consultants as needed.

### **Meetings**

Meetings may be held in person or by phone on the request of any member or the Chairman/Lead Director of the Board.

Minutes of each meeting will be kept and promptly distributed to all non-employee members of the Board, and others as appropriate.