



BROOKS AUTOMATION, INC. CHARTER
EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS

Purpose:

The purpose of the Executive Committee is to permit action on behalf of the Board of Directors between meetings, and in those circumstances where a timely response is required and full Board participation is not reasonably feasible.

Membership:

The Committee shall consist of at least three Directors including the Chairman/Lead Director as Chairman, the CEO (if a Director) and such other Directors as may be appointed from time to time by the Board of Directors.

Responsibilities:

The Committee may exercise the full powers of the Board when, in their reasoned judgment, the best interest of the Company requires prompt action incompatible with full Board participation, excepting those matters legally requiring the approval of the full Board

When possible, and usually, the Committee will seek prior full Board approval of limits within which it will exercise its discretion

All Directors will be informed as soon as possible of actions taken by the Committee

To assist it in performing 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 the Chairman/Lead Director of the Board or the CEO.

Minutes of each meeting will be kept and promptly distributed to all members of the Board.