



**BROOKS AUTOMATION INC. CHARTER**  
**FINANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**Purpose:**

The purpose of the Finance Committee is to assess and provide recommendations to the Board of Directors on the Company's capital structure, including financial strategies, policies, practices and transactions as delineated below. Its purposes do not include the evaluation of financial performance and controls delegated under the Charter of the Audit Committee, nor does it preclude direct action by the Board on any issue if it so chooses.

**Membership:**

The Committee shall be comprised of no less than three members, all of whom shall be independent directors as defined in applicable statutory definitions 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:**

The Committee's responsibility is to review and provide guidance to the Board of Directors and management concerning:

The optimum overall capital structure of the Company including appropriate levels of cash, debt and equity, and policies to achieve the desired result.

All distributions to shareholders as dividends, share repurchases or otherwise.

Acquisitions, mergers, divestitures, joint ventures and other significant capital transactions.

Material non-monetary commitments embodied in debt instruments, credit arrangements or other significant financial transactions.

Policies related to managing foreign currency exposures of the Company and practices to mitigate them as well as other financial risks.

The Company's cash management policies and practices.

Any investments, obligations or financial risks not in the ordinary course of business.

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 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.