



## **BROOKS AUTOMATION. INC.**

### **CORPORATE GOVERNANCE POLICY AND GUIDELINES FOR BOARD MEETINGS, PROCESSES AND PROCEDURES**

#### **Corporate Governance Policy**

The majority of the Board shall be comprised of independent Directors, although unless otherwise required by applicable Nasdaq, SEC or statutory rule, regulation or requirement, Company employees shall also be eligible to serve on the Board. “Independence” shall be determined at all times in accordance with the most restrictive applicable Nasdaq, SEC or statutory definition then in effect, as determined by the majority of those directors then in office determined to be independent.

As provided in the Company’s Bylaws, the number of Directors comprising the Board shall be as fixed by the Board before each annual or special meeting of stockholders. The Board periodically reviews the appropriate size of the Board. Nominations to the Board must be initiated by the Nominating and Governance Committee and submitted to the Board for approval.

The Board should be free to select the Chairman and Chief Executive Officer in any way that seems best for the Company at a given point in time. While the same person may occupy both offices, the Company’s current practice is to have an independent director serve as Chairman, and another individual serve as the Chief Executive Officer. In the event that the same person serves as both the Chairman and Chief Executive Officer, a Lead Independent Director shall be selected by the independent Directors. The Chairman or Lead Director shall be responsible to chair the regularly-scheduled meetings of independent Directors and to assume such other responsibilities that the independent Directors may designate from time to time.

Among other considerations, Directors are selected for membership on the Board because they possess a high degree of proven business experience, consistently exercise the highest ethical standards, and have demonstrated a continuing commitment to the best practices of corporate governance. In addition, the General Counsel continuously advises the Board on changes in applicable governance standards and requirements. Further, it is the policy of the Board to require that each Director attend a formal continuing education program for corporate directors at least once every three years, and to encourage participation in such programs at more frequent intervals.

Any Director who is also an employee of the Company must resign from the Board at the time of his retirement from, or termination of employment with, the Company; *however*, the Board has the discretion to waive this requirement.

The Board has complete access to any Company employee. The Board encourages Management to invite managers to present at Board Meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential that Management believes should be given exposure to the Board.

Discussions at Board and Committee meetings are confidential. All non-public information disclosed at such meetings is to be held in the strictest confidence.

To ensure consistency and compliance with SEC regulations, only the Management and the Chairman are to speak for the Company with investors and the media. Other Board members should refer any related inquiries to the CEO and/or the Chairman for response. The Chairman may designate any Board member to address specified matters externally.

The Board will give appropriate attention to communications from stockholders, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by committee charters, the Chairman will, with the assistance of the Company's Secretary, (1) be primarily responsible for monitoring communications from stockholders and (2) provide copies or summaries of such communications to the other Directors as he or she considers appropriate.

The Nominating and Governance Committee shall be responsible to review the foregoing *Corporate Governance Policy* periodically and recommend appropriate changes to the Board.

This Governance Policy document and all committee charters shall be available on the Company's internet web site along with all recent financial and news releases.

## **Guidelines for Board Meetings, Processes and Procedures**

### ***Role of the Board of Directors***

The ultimate responsibility for the Company is vested in the Board of Directors. The Board delegates to the CEO the operation of the business as it exists and asks the CEO to assess and report periodically to the Board on the state of that business and its prospects. The Board also requires the CEO to formulate, for its consideration and approval, plans and programs for significant new activities, within or in addition to the present business, which the CEO believes may enhance shareholder value.

Informed consideration by the Board of such proposals implies sufficient information to not only assess the specific proposal, but also to carefully weigh alternatives, consequences and risks. "Sufficient" implies judgment; when in doubt, the Board would generally wish the CEO to err on the side of calling too much to its attention rather than too little. Since the CEO knows much more about the business than does any Director, it is incumbent on the CEO to foresee and bring forward issues and questions which Directors would consider important, had they sufficient detailed knowledge to ask.

There are also a number of Board responsibilities that derive from the general nature of its fiduciary responsibility, various laws and regulations.

### ***Independent Directors***

The independent Directors of the Board shall meet in executive session (separate from any inside Directors) on a regular basis, at least as frequently as may be required by applicable Nasdaq or SEC rule or regulation.

### ***Board Meetings***

Since actual Board meetings occur four or five times a year, it is important that meetings be devoted to those topics which are either required by law and regulation, or which can most benefit from face-to-face discussion among the members. Board Committees can be helpful in making the time available

for discussion more fruitful, particularly if the Committees help to focus the issues so that the full Board deals with substantive matters only.

To help facilitate this process, the following guidelines are adopted:

- The basic goal is to assure careful, thoughtful and thorough exploration of any issue important enough to come before the Board.
- All meetings will be preceded by a written agenda agreed to by the Chairman/Lead Director and the CEO.
- All agenda items are identified as being either items of information, reports, etc., or items requiring approval or a vote. If approval or vote, a statement of the nature of the approval or vote desired is to be included.
- It is desirable that agenda items be supported by short written reports clearly and concisely stating why they are on the agenda and describing the nature of each item with explanations, alternatives, consequences and risks. If an agenda item relates to prior written or oral material, it should be accompanied by that material or a reasonable summary of it. All negative, as well as positive, aspects of any item should be covered. Presentation should be forthright and allow adequate time for discussion. It should never de-emphasize bad news. What's important should be sorted out from the incidental. Thoughts should be organized.
- All written material will reach all Board members not less than five calendar days prior to the meeting. While in some cases it may not be practical to furnish financial material earlier than five days prior to a meeting, it is desirable that so far as possible, material be delivered as much in advance as possible, and that lengthy material (*i.e.*, the annual business plan) be delivered two weeks in advance of the meeting. In such cases meeting material may be provided in separate deliveries.
- Board members should read written material prior to the meeting so discussion can proceed without need to rehash material previously sent.
- Except in unusual circumstances, significant items not on the agenda should not be considered.
- A free and full exchange of views among the Board members is encouraged before reaching decision. Generally, the CEO will want to include the results of such views in reformulating his proposals.
- Capital items and new business activities, even if relatively modest, are always important and generate much discussion. Requests should be well-thought-out and documented.
- It is advisable to introduce a wholly new topic or thought at one meeting and to approve or vote on it at the next or a subsequent meeting. Unless an emergency, Directors should not have to decide, approve or vote on a substantive issue they have not previously discussed together as a group and subsequently had time in which to reflect.
- While views and opinions of other members of the staff, consultants, commentators, etc., are useful, the Board ultimately wants the CEO's own views, opinions and commitment after he has assimilated those of others, including members of the Board.

- Meeting dates are fixed a year in advance, usually in September. If, subsequently, a date proves inconvenient for someone, it will be changed, if reasonably possible.
- Corporate counsel attends all Board meetings and prepares the minutes for distribution, usually within two weeks of the meeting. Counsel will circulate for comment a draft to the CEO and Chairman (when they are available) prior to distribution to the full Board. Another copy of these minutes will be included in the agenda package for the subsequent Board meeting.

### ***Committees of the Board***

The Board may designate and appoint one or more Committees of Directors. All Committees thus appointed shall operate in accordance with the directions of the Board; the Company's Bylaws, each Committee's respective charter, if any, and applicable Nasdaq, SEC or statutory rules, regulations or requirements. Except where required by such rules or regulations, or where decision making authority has been specifically delegated for a specific purpose to a Committee by the Board, all committees are advisory to the Board which has ultimate responsibility. All Committees must have at least two independent directors.

The current Board Committees are the Audit, Human Resources & Compensation, and Nominating and Governance Committees. There will, from time-to-time, be occasions on which the Board may want to form a new committee or disband a current committee depending upon the circumstances and applicable Nasdaq, SEC or statutory rules, regulations or requirements.

In each case the Committees' full responsibilities are enumerated in their respective Committee Charters. A more general description of their responsibilities follows.

The Audit Committee selects the Company's certified public accountants (with notification to the full Board of its selection) and monitors the effectiveness of the audit effort, the Company's internal financial and accounting organization and controls, and financial reporting.

The Nominating and Governance Committee consults with, and makes recommendations to, the Board on a continuous basis regarding the size and composition of the Board. The Committee also reviews and reports to the Board on matters of corporate governance, and reviews and addresses the Corporate Governance Policy and these Guidelines, and recommends revisions as appropriate. The Committee establishes procedures for the nomination process, and recommends candidates for election to the Board. The Committee also reviews and makes recommendations to the Board at least annually concerning the effectiveness of the Board and the compensation of members of the Board of Directors.

The Human Resources & Compensation Committee administers the Company's equity and pension plans. This responsibility includes reviewing and making recommendations to the full Board of all grants of equity to eligible employees under the Company's existing equity plans. The Committee's responsibility also includes the review and recommendation of salaries and other matters relating to compensation of the senior managers of the Company.

Committee assignments and the designation of Committee Chairs should be based on the Director's knowledge, interests and areas of expertise. The Board does not favor mandatory rotation of Committee assignments or Chairs. The Board believes experience and continuity are more important than rotation, and that Board members and Chairs should be rotated only if rotation is likely to increase Committee performance or facilitate Committee work.

Procedures for Committee meetings should generally be the same as those for Board meetings. However, Committee procedures need not include the “two meeting” rule with respect to discussion of issues at a meeting, followed by a decision at the next meeting based on that discussion. Minutes of all committee meetings shall be sent to all non-employee directors, after review by the committee chairman, within two weeks of any meeting. A copy shall be given to the CEO and other employee directors as appropriate.