



BROOKS AUTOMATION, INC. CHARTER
HUMAN RESOURCES & COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

Purpose:

The purpose of the Human Resources & Compensation Committee is to oversee all compensation-related matters, including fringe benefits for key executives, including the compensation philosophy of the Company, evaluating and recommending executive compensation and developing the leadership capabilities of the company's executives. The Committee will also periodically review Company-wide programs and practices regarding general employee compensation, benefits and policies.

Membership:

The Human Resources & Compensation Committee shall be comprised of no less than three members, all of whom shall at all times be "independent directors" as determined in accordance with the most restrictive applicable Nasdaq, SEC or statutory definitions then in effect. The members of the Committee and its Chairperson shall be chosen by the Board based on their knowledge and experience. They may serve without term limit.

Responsibilities:

- To review and recommend to the Board appropriate corporate goals and objectives relevant to judging the performance of the CEO and senior managers.
- To review and recommend to the Board of Directors all compensation-related matters, including fringe benefits, for the Chief Executive Officer, and other senior management.
- To review and recommend to the Board all equity awards to employees
- To insure compensation practices are appropriate to attract, retain, motivate and reward executives based on their meeting annual objectives as well as long term strategic goals.
- To administer and supervise the Company's equity compensation and retirement plans, and to review and recommend to the Board of Directors any significant

additions or major revisions to the Company's equity, health care, 401(K) and other significant employee programs.

- To prepare the annual compensation report, which should include at least the information subject to disclosure in accordance with the applicable legal and regulatory requirements with respect to all plan and non-plan compensation awarded to, earned by, or paid to, all personnel chosen by the Company to serve as Executive Officers ("Named Executive Officers").
- To review and approve the Company's disclosures in accordance with the applicable legal and regulatory requirements with respect to disclosure of all plan and non-plan compensation awarded to, earned by, or paid to, Named Executive Officers.
- To periodically review the adequacy of the Director and Officer Liability Insurance program.

To accomplish all the above the Committee shall establish an appropriate peer group of companies and is authorized to engage outside consultants to assist in surveying comparable compensation related practices.

The Committee shall have access to any Company employee the Committee deems useful in fulfilling the Committee's responsibilities.

The Chairperson of the Human Resources & Compensation Committee authenticates, by his/her signature, all compensation matters decided by the Board.

Meetings

Meetings will generally coincide with Board meetings but may be called at any time (in person or telephonic) by any Committee member, or by request of the Chairperson/Lead Director of the Board.

Policies:

Notwithstanding any contradictory provisions or possible interpretations of existing equity plans, it shall be the policy of the Human Resources & Compensation Committee to recommend that the Company seek stockholder approval of any material modification of such plans, *except that* the Committee may recommend inducement grants to new employees without pursuing explicit stockholder approval. No new plans shall be adopted except upon the recommendation of the Committee to the Board, and unless otherwise exempt under applicable Nasdaq and SEC requirements, shall be subject to stockholder approval.

In the event that the Company is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement originating during a period in which, the Company's Chief Executive Officer and Chief Financial Officer were in office, they shall be directed by the Committee in accordance with applicable law, to reimburse the Company for any bonus or equity-based compensation they received from the Company, or profits they realized from the sale of Company stock, during the year before the initial public release or filing of the incorrect statement.

No personal loans may be extended to Directors or Executive Officers by the Company where prohibited by law. Management shall promptly report to the Committee the extension of any permissible loans.