



BROOKS AUTOMATION. INC.

CORPORATE GOVERNANCE GUIDELINES

(amended as of May 2, 2017)

Corporate Governance Policy

The Board directs and oversees the management of the business and affairs of the Company in accordance with all applicable laws and regulations. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board is free to select the Chairman and Chief Executive Officer (CEO) in the manner it deems appropriate and in the best interests of 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 CEO. In the event that the same person serves as both the Chairman and CEO, a Lead Independent Director shall be selected by the independent Directors. The Chairman or Lead Director shall chair the regularly-scheduled meetings of independent Directors and to assume such other responsibilities that the independent Directors may designate from time to time.

As provided in the Company's Bylaws and in accordance with applicable laws and regulations, the number of Directors comprising the Board shall be as fixed by the Board before each annual or special meeting of stockholders and may be changed from time to time by vote of a majority of Directors then in office. 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 entire Board for approval. 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. The Nominating and Governance Committee shall consider any other factors it deems appropriate, which may include diversity, ability to work collegially with the other members of the Board, connections with the Company's businesses, potential conflicts of interest, legal considerations, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board members. The General Counsel shall advise the Board on changes in applicable governance standards and requirements.

It is expected that each Director will stay abreast of significant new developments in the area of corporate governance and each Director is encouraged to periodically attend a formal continuing education program for corporate directors (approximately once every two years). However, the Board recognizes the continuing education benefit of participating on multiple public company boards and Directors may take such participation into account in determining the appropriate frequency of attending formal continuing education programs.

The majority of the Board shall be comprised of independent Directors. "Independence" shall be determined at all times in accordance with applicable Nasdaq, SEC or statutory definitions then in effect.

Unless otherwise required by applicable Nasdaq, SEC or statutory rule, regulation or requirement, Company employees shall also be eligible to serve on the Board, though not as independent Directors. 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 does not have a mandatory retirement policy. However, the Nominating and Corporate Governance Committee will be inclined not to nominate a Director for election or re-election if he or she will be 75 years of age or older as of the date of such election or re-election unless, after review of the specific qualifications, experience and contributions of the nominee and the matters likely to be addressed by the Board during the coming year, the Board determines that it would be in the best interests of the Company to nominate such director for election or re-election.

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. In addition, as necessary and appropriate, the Board and each of its committees may consult with independent legal, financial, accounting and other advisors, at the Company's expense, to assist in their duties to the Company and its shareholders.

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 senior management (CEO, CFO or any other officer they designate) 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.

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 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.

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

- Selecting, compensating, evaluating and, when necessary, replacing the CEO;
- Nominating, compensating and evaluating Directors;
- Reviewing the Company's policies and practices with respect to risk assessment and risk management;
- Evaluating the performance of the Company and reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives; and
- Providing advice and assistance to the CEO and other members of the senior management of the Company.

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 in-person 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 Directors. 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.

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 and Compensation, Nominating and Governance, Finance, and Executive 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, a Committee's full responsibilities are enumerated in its respective Committee Charter. 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 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 and Compensation Committee oversees all compensation-related matters, including the compensation philosophy of the Company, the CEO evaluation process and succession planning, and executive compensation. The Committee also administers the Company's equity and pension plans, which 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 Finance Committee assesses and provides recommendations to the Board on the Company's capital structure and financial strategies, policies, and practices. The Finance Committee is also responsible for reviewing and providing guidance to the Board on significant financial transactions, including mergers, acquisitions, divestitures and credit arrangements.

The Executive Committee is authorized to act on behalf of the Board in those circumstances where a timely response is required and full Board participation is not reasonably feasible. The Executive Committee's primary responsibilities include assessing and providing recommendations to the Board concerning the Company's strategic planning process and the Company's implementation of its strategic plans. The Executive Committee also leads the processes by which the Company and the Board conduct the ongoing assessment and management of the business risks faced by 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 made available to all non-employee directors, after review by the committee chairman, as soon as practicable following any meeting. A copy shall be given to the CEO and other employee directors as appropriate.

Expectations of Directors

The Board is ultimately responsible to shareholders for ensuring the long term success of the Company. All directors are expected to make every effort to attend (in person or telephonically) all meetings of the Board, meetings of the committees of which they are members and the annual meeting of shareholders. In their roles as directors, all directors owe a duty of loyalty to the Company. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

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

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