



## **BROOKS AUTOMATION, INC. CHARTER**

### **EXECUTIVE COMMITTEE**

### **OF THE BOARD OF DIRECTORS**

#### **Purpose:**

The purposes of the Executive Committee are

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.

To assess, review with management, and provide recommendations to the Board of Directors concerning the Company's strategic planning process and the Company's implementation of its strategic plans.

To lead, on behalf of the full Board of Directors, the processes by which the Company and the Board of Directors conduct the ongoing assessment and management of the business risks faced by the Company.

#### **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.

The Committee will also review and provide guidance to management and the Board of Directors concerning the Company's strategic direction and provide oversight of the Company's strategic plan and its implementation

The Committee will further assure that the Board and management implement and regularly employ the processes necessary to understand, address and manage the Company's business risks. The Committee is authorized to delegate this responsibility to other Committees of the Board with respect to specific areas of business risk where the Committee deems this to be appropriate.

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.