



**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 total compensation and compensation-related matters, including: the compensation philosophy of the Company; evaluating and recommending executive total compensation; assessing the performance of the Chief Executive Officer (CEO) and other key corporate officers; developing the leadership capabilities of the Company's executives and providing for a plan for their succession. 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. Additionally, members of the Compensation Committee shall qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Members of the Committee and its Chair shall be chosen by the Board based on their knowledge and experience. They may serve without term limit.

**Authority:**

The Committee shall have the resources and authority necessary to perform its responsibilities including access to any Company employee the Committee deems useful. The Committee has authority to engage independent outside consultants or experts to assist in the evaluation of executive compensation and shall approve the consultants' fees.

The Committee may form and delegate authority to subcommittees as appropriate. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).

**Meetings:**

Meetings will generally coincide with Board meetings but may be called at anytime (in person or telephonic) by any Committee member, or by request of the Chair of the Board. The Committee will maintain written minutes of its meetings, which will be filed with the board meeting minutes. The Committee shall regularly report on its activities to the Board.

## **Responsibilities and Authority:**

The responsibilities and authority of the Committee shall include:

### *Compensation and Performance Assessment*

1. Annually review and approve a peer group for compensation and performance comparison;
2. Review and recommend to the Board appropriate annual and longer term corporate goals and objectives relevant to judging the performance of the CEO and senior executives;
3. Conduct an annual review of the CEO's performance. As part of this review, the Chair of the Committee shall solicit input from other Committee members and independent members of the Board. Following the review, the Chair will deliver a summary report to the Board and then provide feedback to the CEO;
4. Review and approve CEO and executive management compensation at appropriate time periods. The Committee shall take account of the Chief Executive Officer's recommendation and evaluation of each executive's performance, the Company's overall performance and comparable compensation paid to similarly situated executives in comparable companies;
5. Review and approve, for the executive officers of the Company and such other officers of the Company as appropriate, (a) the annual base salary, (b) offer letters, employment agreements, severance arrangements, and change in control agreements/provisions, and (c) any other benefits and perquisites, compensation or arrangements, other than benefits generally available to the Company's employees;
6. Administer and determine specific awards under the Company's Performance Based Variable Compensation Plans. Annually review and approve the methodology and financial measures for determining performance based cash incentive awards.
7. Periodically assess the Company's risk relating to its compensation policies and practices and report its assessment to the Board.

### *Equity Incentive Plans*

8. Act as administrator of the Company's equity compensation plans. The Committee may recommend to the Board the grant of stock options, restricted stock awards, restricted stock units or other equity-related awards to individuals eligible for such grants. Annually review and approve the methodology and financial measures for determining performance of equity-based incentive awards.
9. Review and make recommendations to the Board with respect to amendments to the Company's equity compensation plans.

10. Notwithstanding any contradictory provisions or possible interpretations of existing equity plans, recommend that the Company seek stockholder approval of any material modification of such plans. 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.

*Other Responsibilities and Authority*

11. Make recommendations to the Board on the Company's stock ownership guidelines. Monitor compliance to the guidelines by the CEO and executive management.
12. Administer and supervise the Company's retirement plans, welfare plans and review and recommend to the Board of Directors any significant additions or major revisions to the Company's health care, 401(k) and other significant employee programs.
13. Review and discuss the Company's Compensation Discussion and Analysis ("CD&A") report with the CEO and executive managers for the annual proxy statement; based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement. Prepare the Committee's report for inclusion in the annual proxy statement.
14. Monitor the Company's plans and activities relating to organizational capability, leadership development, talent management and CEO/executive succession strategies, including emergency CEO succession. Review succession planning on an annual basis and update plans accordingly.
15. Assist the Board in reviewing the results of any shareholder advisory votes or responding to other shareholder communications.
16. In the event the Company determines it must restate its financial results as reported in a Form 10-K, Form 10-Q or other report filed with the Securities and Exchange Commission to correct an accounting error due to material noncompliance with any financial reporting requirement under the U. S. federal securities laws within three (3) years after the date of the first public issuance or filing of such financial results, the Committee shall direct the Company to seek to recover, after it has reviewed the facts and circumstances that led to the requirement for the restatement and the costs and benefits of seeking recovery, incentive compensation (cash or equity-based) awarded or paid to any executive officer (as defined in the SEC rules) or any other member of senior management as determined by the Committee (an "Executive Officer") whose intentional misconduct caused or contributed to the need for the restatement for a fiscal period if a lower award or payment would have been made to such Executive Officer based upon the restated financial results. The Committee will determine in its discretion the amount, if any, the Company will seek to recover from such Executive Officer and may offset the recoupment amount against current or future incentive and non-incentive compensation and through cancellation of unvested or vested equity awards. In addition, the Committee may, to the extent permitted by law, take other remedial and recovery action, as determined by the Committee.
17. Periodically review and recommend to the Board any changes to the Charter.