



**BROOKS AUTOMATION, INC. CHARTER**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**Purpose:**

The purpose of the Nominating and Governance Committee is to assess and provide recommendations to the Board of Directors on the Board and its Committee's composition, size, and effectiveness; to identify and evaluate new candidates for the Board; to lead the Board in its annual review of the Board's performance; to periodically assess and oversee the Company's governance policies and practices and any related matters required by the federal securities laws; and to monitor and recommend succession plans for the position of Chairman/Lead Director of the Board.

**Membership and Procedures:**

The Committee shall be comprised of at least two members, as shall be determined from time to time by the Board, all of whom shall be independent directors as defined in the most restrictive applicable Nasdaq, SEC or statutory definition then in effect. Members of the Committee and its Chairperson are chosen by the Board and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon delivery of oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless such notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

A Chairperson shall be appointed by the Board of Directors. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee also shall have sole authority to recommend for approval by the Board of Directors the retention and/or termination of any search firm to be used to assist it in identifying candidates to serve as the Committee's nominees or appointees to the Board of Directors, including sole authority to approve the fees payable to such search firm and any other terms of retention.

### **Responsibilities:**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purpose. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. To recommend to the Board of Directors the appropriate size in terms of number of Directors of the Board.
2. To recommend to the Board of Directors nominees for consideration for election to the Board by the Board or submitted to a stockholder vote at the annual meeting of stockholders. In making recommendations, the Committee shall consider candidates proposed by stockholders providing appropriate biographical and background material. The Committee shall review and evaluate candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
3. To recommend to the Board of Directors the appropriate skills, qualifications, attributes and experience criteria for potential new Directors. 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 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 – all in the context of an assessment of the perceived needs of the Board at that point in time.

4. To conduct all necessary and appropriate inquiries into the backgrounds and qualifications of persons evaluated, recommended or nominated by the Committee.
5. To periodically assess, at least annually, the effectiveness of the Board and its members, and to recommend measures for improvement.
6. To periodically review, at least annually, and make recommendations to the Board concerning all matters relating to the compensation of non-employee members of the Board of Directors, including equity awards and fringe benefits, if any.
7. To review and report to the Board on matters of corporate governance (i.e., the distribution of rights and responsibilities among the Board, the Stockholders and Management in determining the direction and performance of the Company; developing rules and procedures for making decisions on corporate affairs; and providing the structure through which the Company objectives are set, and the means of attaining those objectives and monitoring performance) and make recommendations for changes as appropriate.
8. To periodically review this Charter and the Company's Corporate Governance Policy and Guidelines for Board Meetings, Processes and Procedures, and recommend revisions as appropriate for each.
9. To periodically review the Company's Standards of Conduct, which includes the Company's Code of Ethics, to ensure their conformance with the law and best corporate practices.
10. To administer the annual Board performance evaluation process, including retaining third party consultants and conducting surveys of director observations, suggestions and preferences.
11. To evaluate and recommend termination of membership or individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.

12. To review and maintain oversight of matters relating to the independence of Board and Committee members, keeping in mind the independence standards of the Sarbanes-Oxley Act of 2002 and the rules of the Nasdaq.
13. To oversee the implementation of compliance with a set of corporate governance principles for the Company, and periodically recommend any proposed changes to the Board for approval.
14. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or Chairman of the Board.

### **Meetings**

The Committee shall target to meet at least 4 times per year, or more frequently as circumstances dictate. Meetings may be held in person or by phone on the request of any member or the Chairman/Lead Director of the Board.

Minutes of each meeting will be kept and promptly distributed to all non-employee members of the Board, and others as appropriate.

Revised April 24, 2018