

HELIX TECHNOLOGY CORPORATION CHARTER
HUMAN RESOURCES & COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

October 2002

Purpose:

The purpose of the Human Resources & Compensation Committee is to consider all compensation-related matters, including fringe benefits, etc., for key executives and Board members. 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 be “independent directors” as determined in accordance with the most restrictive applicable Nasdaq, SEC or statutory definitions then in effect.

Responsibilities:

- To review and recommend to the Board of Directors all compensation-related matters, including fringe benefits, etc., for the Chief Executive Officer, other Executive Officers, and the Board itself.
- To review and recommend to the Board of Directors any proposal regarding the Company’s Pension Plan and 401(K) Savings Plan.
- To administer and supervise the Company’s equity compensation plans, and to review and recommend to the Board of Directors any major revisions to the Company’s health care 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 requirements of Regulation S-K 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 requirements of Regulation S-K with respect to disclosure of all plan and non-plan compensation awarded to, earned by, or paid to, Named Executive Officers.

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

Policies:

Notwithstanding any contradictory provisions or possible interpretations of existing stock option 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 approve inducement grants to new employees without pursuing explicit stockholder approval. No new plans shall be adopted except upon the recommendation of the Committee, 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, the Company's Chief Executive Officer and Chief Financial Officer 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.

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