

BROOKS AUTOMATION

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

1.1 The purpose of the Compensation Committee (the “Committee”) of Brooks Automation (the “Company”) shall be to have overall responsibility for the executive compensation philosophy of the Company, evaluating and approving executive compensation, to assist the Board of Directors in the discharge of its responsibilities with respect to executive compensation and to develop the executive leadership capabilities of the Company’s executives.

1.2 The goals of the Compensation Committee are to ensure that the Company’s compensation and executive development are:

- (a) fair and appropriate to enable the Company to attract, retain, motivate and reward executives who contribute to the achievement of the Company’s annual business objectives;
- (b) reasonable in view of the Company’s overall performance and economic situation;
- (c) in line with and reinforce the Company’s long-term strategic goals; designed to align the compensation of executives of the Company with the long term interest of stockholders;
- (d) appropriate to assure the development of the leadership capabilities of the executives and succession plans for key positions vital to the sustained profitable growth of the Company; and
- (e) justified and in balance relative to peer companies in the same industry.

II. COMPOSITION

2.1 The Committee shall consist of at least three directors. The members of the Committee shall be appointed by resolution of the Board of Directors of the Company (the “Board”), and each member of the Committee shall serve at the discretion of the Board. Each member shall be: an “outside” director as defined by Section 162(m) of the Internal Revenue Code of 1986; a “non-employee” director as defined in rule 16b-3 under the Securities Exchange Act of 1934; and an “independent” director as defined by Rule 4200 of NASDAQ.

2.2 One member of the Compensation Committee shall be the Chair

2.3 Members of the Committee shall be appointed at the discretion of the Board and in order to enable continuity of knowledge and experience among members of this committee, not more than one member would normally be replaced in any year.

However, the Board is not required to adhere to this principle if, in the exercise of its sole discretion, it decides to act otherwise.

- 2.4 Should any of the Committee members cease to be a non-employee member or outside director, they will be replaced by the Board.

III. MEETINGS AND PROCEDURES

3.1 Committee meetings generally will be held in conjunction with Board meetings. Special meetings of the Committee (in person or telephonic) may be called by the Board Chairman or by any Committee member in accordance with such procedures as the committee may establish.

3.2 The Committee shall meet regularly, but at least annually (or more frequently as appropriate.)

IV. RESPONSIBILITIES AND DUTIES

4.1 The Committee has strategic and administrative responsibility for a broad range of overall Company compensation, benefits and equity plan matters. The Committee's actions are designed to provide that the Chief Executive Officer, other officers, and key management of the Company are compensated and motivated effectively in a manner consistent with the Company's business objectives, competitive practices/trends, the requirements of appropriate regulatory bodies, the compensation strategy of the Company, and fiduciary and corporate responsibilities, including internal equity considerations. The Committee also evaluates and oversees the Company's primary strategies for executive development.

4.2 In carrying out the purposes set forth above, the Committee shall:

- (a) have the responsibility to hire an external compensation consulting firm to assess the competitiveness of the company's pay practices no less frequently than every three years or more frequently as required.
- (b) Review annually and approve the Company's compensation strategy to provide that officers are rewarded appropriately for their contributions to the Company's growth and profitability, and that the executive compensation strategy supports Company objectives.
- (c) Review regularly and approve the Company's programs for executive development, including performance evaluation, leadership development and succession planning.
- (d) Review annually and determine the individual elements of total compensation for the Chief Executive Officer and such other key officers as the Committee determines to be appropriate.
- (e) Assure that the Senior Executive Bonus Plan (the "Plan") is administered in a manner consistent with the Company's compensation strategy and the provisions of the Plan addressing:
 - a. Participation

- b. Target annual incentive awards
- c. Performance goals
- d. Actual awards paid to Plan participants
- (f) Adopt, amend and oversee the administration of all equity-related executive incentive plans and senior executive bonus plans.
- (g) Approve the compensation and Director and Office Liability insurance of members of the Board
- (h) Prepare periodic reports for the Board regarding the above items.
- (i) Review and approve a report to be included in the Company's proxy statement for each annual meeting that describes the Company's executive compensation policies and practices.

4.3 The Committee shall have the authority to invite members of the Company's management to attend its meetings. However, the Chief Executive Officer and Chairman of the Board shall not be present when his or her compensation is determined. Written minutes of the proceedings of each meeting or consent action of the Committee shall be prepared and circulated to each member of the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee in its sole discretion may deem appropriate.