

HELIX TECHNOLOGY CORPORATION CHARTER
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

March 2004

Purpose:

The purpose of the Nominating and Governance Committee is to provide recommendations for the Board of Directors' action related to Board composition, size, and effectiveness. It is also the responsibility of this Committee to recommend management succession plans for the position of Chairman of the Board and Chief Executive Officer.

Membership:

The Committee shall be comprised of no less than three members, all of whom shall be "independent directors" as defined in the most restrictive applicable Nasdaq, SEC or statutory definition then in effect.

Responsibilities:

To recommend to the Board of Directors the appropriate size in terms of number of Directors of the Board.

To recommend to the Board of Directors candidates for consideration for election to the Board. In making recommendations, the Committee shall consider candidates proposed by stockholders assuming appropriate biographical and background material is provided to it. 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.

To recommend to the Board of Directors the appropriate skills and experience criteria for potential new Directors. This assessment should include issues of diversity, age, skills such as understanding of manufacturing, technology, finance and marketing, and international background – all in the context of an assessment of the perceived needs of the Board at that point in time.

To recommend to the Board of Directors changes in policies affecting Directors, including retirement.

To periodically assess the effectiveness of the Board and its members, and to recommend measures for improvement.

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).

To review the Helix Technology Corporation Corporate Governance Policy and Guidelines for Board Meetings, Processes and Procedures, and recommend revisions as appropriate.

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