

Charter of the Governance and Nominating Committee

Board of Directors of

Asyst Technologies, Inc.

Adopted as of May 4, 2004

1. Purposes.

The primary purposes of the Committee are to: (a) implement the Board's criteria for selecting new directors, (b) assess and recommend to the Company's Board of Directors the individuals qualified to serve on the Board for election by stockholders at each Annual Meeting of Stockholders, and to fill vacancies on the Board, and (c) develop, assess and recommend to the Board corporate governance policies for the Company, the Board and its various committees, consistent with the Company's bylaws and applicable laws and regulations.

For purposes of this Charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934.

2. Composition.

(a) At Least Two Members. The Committee shall comprise at least two directors. The Board will designate a Committee member as the chairperson of the Committee, or, if the Board does not do so, the Committee members will appoint a Committee member as chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All Committee members must be independent, as determined by the Board of Directors in accordance with the Nasdaq listing standards (the "listing standards") and applicable SEC rules, as the same may be amended from time to time.

(c) Appointment. Subject to the requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company's bylaws. Committee members will serve for such terms as may be fixed by the Board, and in any case at the will of the Board whether a specific term is fixed.

3. Functions.

In connection with its responsibilities, the Committee will periodically perform the following, as determined by the Committee:

(a) Qualifications of Directors: assess, develop and communicate to the full Board the appropriate criteria for nominating and appointing directors, including the Board's size and composition; determine criteria for assessing individual director performance, expertise, and experience; and assess director nominees timely proposed by stockholders in accordance with the bylaws;

(b) Director Nominees and Vacancies: when requested by the Board, recommend to the Board the individuals to be nominated for election as directors at each Annual Meeting of Stockholders, and to fill vacancies on the Board. The Committee shall have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to

facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority;

(c) Committee Appointments: when requested by the Board, identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board;

(d) Retention of Search Firm: retain, at the Company's expense, and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms;

(e) Governance Policies: when requested by the Board, develop, assess and make recommendations to the Board concerning appropriate corporate governance policies and application of listing standards and other applicable laws to the Company's governance, operation of the Board and its various committees;

(f) Policies and Disclosures Relating to the Nomination Process: develop and communicate to the Board written policies concerning the Committee's method of selection of director nominees to be recommended to the Board, including the Committee's policies concerning candidates recommended by stockholders, to the extent necessary or appropriate under the listing standards or applicable SEC rules relating to disclosure or other aspects of the director nomination process in effect from time to time;

(g) Review of this Charter: review and reassess the adequacy of this Charter and recommend any proposed changes to the Board; and

(h) Other Functions: perform any other activities consistent with this Charter, the bylaws, the listing standards and applicable SEC rules, as the Committee or the Board considers appropriate.

4. Meetings, Reports and Resources.

(a) Meetings. The Committee will meet as often as it determines to be necessary to carry out its responsibilities. The Committee may also act by unanimous written consent as the Committee may decide. The Committee may meet in separate executive sessions with other directors, the chief executive officer and other executive officers, as well as other Company employees, agents, consultants or representatives invited by the Committee.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to sub-committees, in a manner not inconsistent with this Charter, the bylaws, the listing standards or applicable SEC rules. The Chairperson or majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members constitutes a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum exists shall be an act of the Committee (unless in either case a greater number is required by this Charter, the bylaws, the listing standards or applicable SEC rules). The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

(c) Reports. The Committee will report its director nominees for the Annual Meeting of Stockholders to the Board at an appropriate time prior to preparation of the Company's proxy statement for the Annual Meeting of Stockholders. The Committee will also report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, executive officers, management and personnel to carry out the Committee's purposes. The Committee is authorized to obtain at the Company's expense data, advice, consultation and documentation as the Committee considers appropriate. The Committee is authorized to retain at the Company's expense compensation and other consultants, independent counsel or other advisers selected by the Committee for matters related to the Committee's purposes.

(e) Reliance on Information. In discharging his or her responsibilities, a member of the Committee is entitled to rely in good faith on reports or other information provided by the Company's management, its independent auditors, and other persons as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

(f) Reliance on Others. Nothing in this Charter is intended to preclude or impair the protection provided in Section 309(b) of the California General Corporation Law for good faith reliance by members of the Committee on reports, advice or other information provided by others (including reports, advice or other information provided by the Company's management, legal counsel or independent auditors, or independent professional advisers or consultants retained by the Committee).

These policies and procedures are not intended to create inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company's articles of incorporation or its bylaws.