Brooks Automation, Inc.
4th Quarter Fiscal 2012
Financial Results Conference Call

November 8, 2012

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Safe Harbor Statement

"Safe Harbor" Statement under the U.S. Private Securities Litigation Reform Act of 1995; certain matters in this presentation, including forecasts of future demand and future Company performance, are forward-looking statements that are subject to risks and uncertainties that could cause actual results to materially differ, either better or worse, from those projected. Further discussions of risk factors are available in the Company's most recent SEC filings including form 10-K for the fiscal year ended September 30, 2011. The Company assumes no obligation to update the information in this presentation.

Regulation G

This presentation contains certain non-GAAP measures which are provided to assist in an understanding of the Brooks business and its operational performance. These measures should always be considered in conjunction with the appropriate GAAP measure. Reconciliations of all non-GAAP amounts to the relevant GAAP amount are provided in either an attachment to our fourth quarter financial results press release issued on November 8, 2012 or as an attachment to call slides used to accompany prepared comments made during our financial results conference call of the same date. Both documents are available on our web site at www.brooks.com.

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Significant Events in the September Quarter

1. 30% downturn in Semi conductor Front End product revenues
2. 25% increase in Life Science Systems revenues
3. Weak equipment spending environment results in $97.5 order bookings
4. Implemented restructuring plan including 10% reduction in headcount
5. Reversed valuation allowances against Deferred Tax assets resulting in a one-time gain of $121.8 million
6. Termination of frozen US defined benefit plan – results in one-time charge of $8.9million

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Full Year Revenues – Contract Manufacturing Divestiture Distorts the Picture

$ millions	FY11	FY12	Change
Brooks Product Solutions	$ 451.3	$ 380.9	$ (70.4)
Brooks Global Services	88.8	86.0	(2.8)
Brooks Life Science Systems	10.6	52.6	42.0
Current Brooks Businesses	550.8	519.5	(31.3)
Contract Manufacturing	137.3	-	(137.3)
As reported	$ 688.1	$ 519.5	$ (168.6)

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Fourth Quarter Revenues down sequentially 15%

$ millions	Q3 FY12	Q4 FY12	Change
Revenues	$ 140.4	$ 119.4	$ (21.0)
Gross profit	46.2	38.6	(7.6)
Gross margin %	*33.0%*	*32.3%*	*-0.7%*
Research & development	11.7	11.3	0.4
Selling, general & administrative	25.3	24.9	0.4
Operating Profit before special charges*	$ 9.2	$ 2.4	$ (6.8)

* Non –GAAP measure See www.brooks.com for reconciliation to the appropriate GAAP measure

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Revenue and Operating Profits Waterfall

$ millions	Revenues	Operating Profit before Special Charges*
3rd Quarter Fiscal 2012	$ 140.4	$ 9.2
Brooks Product Solutions	(23.3)	(9.2)
Brooks Life Science Systems	2.7	1.4
Brooks Global Services	(0.4)	0.2
Operating expenses		0.8
4th Quarter Fiscal 2012	$ 119.4	$ 2.4

* Non –GAAP measure See www.brooks.com for reconciliation to the appropriate GAAP measure

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Special Charges and Income Taxes Impact

$ millions	Q3FY12	Q4FY12	Change
Revenues	$ 140.4	$ 119.4	$ (21.0)
Operating profit *(before special charges)**	9.2	2.4	(6.8)
Special charges*	(0.9)	(11.0)	(10.2)
Other items	0.5	0.5	0.0
Regular income taxes	(1.0)	2.1	3.1
One-time income tax benefit	0.0	121.8	121.8
Minorities & joint venture earnings	0.2	0.4	0.2
Net Income Attributable to Brooks	$ 8.0	$ 116.2	$ 108.2
GAAP DEPS	$ 0.12	$ 1.77	$ 1.65
Adjusted DEPS *	$ 0.14	$ 0.08	$ (0.06)

* Non–GAAP measure See www.brooks.com for reconciliation to the appropriate GAAP measure

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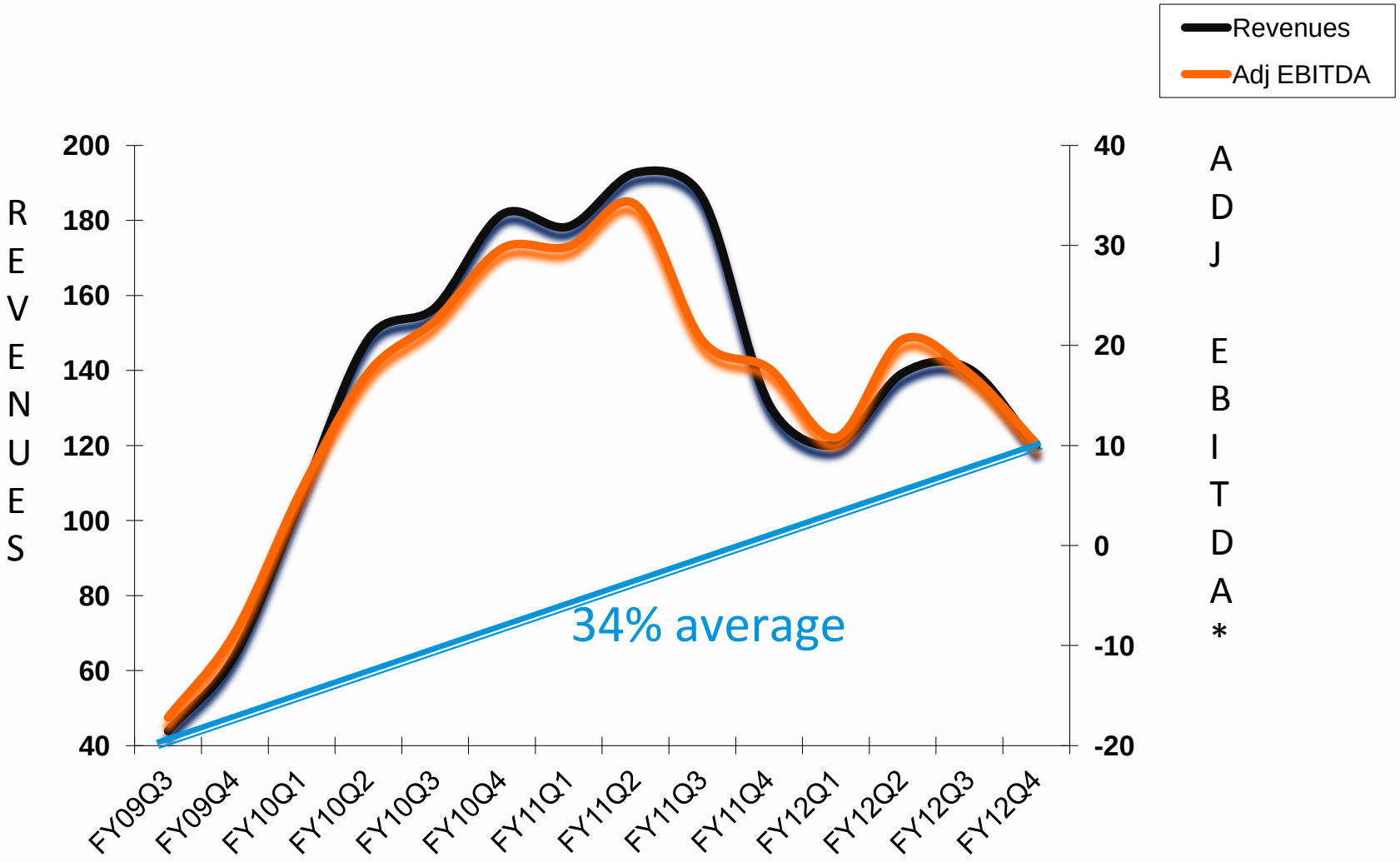
Consistent Cash Profits Drop Thru



* A non-GAAP measure – see SEC filings for reconciliations to GAAP measures

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Fiscal 2012 Q4 Cash and Cash Flows

$ millions	
Adjusted EBITDA *	$ 10.2
Working Capital movements	(5.9)
Pension plan termination	(6.4)
Other operating items	5.6
Cash Flow from Operations	3.5
Capital expenditures	(2.3)
Dividends	(5.2)
Other	0.6
Net Change in Cash and Marketable securities	(3.4)
Cash and Marketable Securities at September 30	$ 200.2

* Non–GAAP measure See www.brooks.com for reconciliation to the appropriate GAAP measure

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Net Tangible Assets $521 million - $7.93 per share

	$ Millions	COMMENTS
CASH & MARKETABLE SECURITIES	200	
Accounts Receivable, net	79	59 days sales outstanding
Inventories, net	103	3.1 x inventory turns
Accounts payable	(29)	34 days payable outstanding
Deferred revenue	(10)	
Other current assets (liabilities), net	(17)	
Net Working Capital	126	Asset Velocity 26.3%
Net Fixed Assets	64	FY13 Capex ~ $12 million
Long term deferred tax assets	104	
Goodwill & other intangible assets	128	
Other assets, net	27	Primarily JV investments
Shareholders Equity	649	

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Brooks Life Science Systems - Sequential Performance

$ millions	Q3FY12	Q4FY12	Comments on Sequential Trends
Revenues	$ 11.2	$ 13.9	Timing of system orders
Gross Profit	4.2	5.6	52% drop through on volume increase
Operating Expenses	6.3	5.9	Partial quarter of restructuring benefits
Segment Operating Income	$ (2.1)	$ (0.3)	

* Non–GAAP measure excluding acquisition fair value adjustments See appendix for a reconciliation to the appropriate GAAP measure

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Brooks Product Solutions - Sequential Performance

$ millions	Q3FY12	Q4FY12	Comments on Sequential Trends
Revenues	$ 107.7	$ 84.4	Front End Semiconductor revenues down $24.9 million
Gross Profit	36.2	27.0	Volume decline results in fixed cost absorption impact on gross margins
Operating Expenses	25.5	25.1	
Segment Operating Income	$ 10.7	$ 1.9	37% drop through on revenue decline

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Brooks Global Services - Sequential Performance

$ millions	Q3FY12	Q4FY12	Comments on Sequential Trends
Revenues	$ 21.5	$ 21.1	Slow down in pump repairs
Gross Profit	5.9	6.0	Reductions in fixed cost base
Operating Expenses	3.9	3.7	
Segment Operating Income	$ 2.0	$ 2.3	10.8% operating margin

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Crossing Automation – Acquired October 29,2012

1. Approximately $50 million revenue business with 41% cash gross margins and 6% operating margins. Approximately $12 million of service revenues to be reported within Brooks Global Services.
2. Complimentary product portfolio with Strong IP
3. Customer base has minimal overlap with Brooks customer base and extends revenues direct to end-users
4. Targeted incremental ROIC in Fiscal 2014 and beyond in excess of 15%
5. Two thirds of planned synergies projected to be in place within 6 months
6. In part as a result of an outsourced manufacturing, Crossing is asset light with net tangible assets of approximately $15 million.

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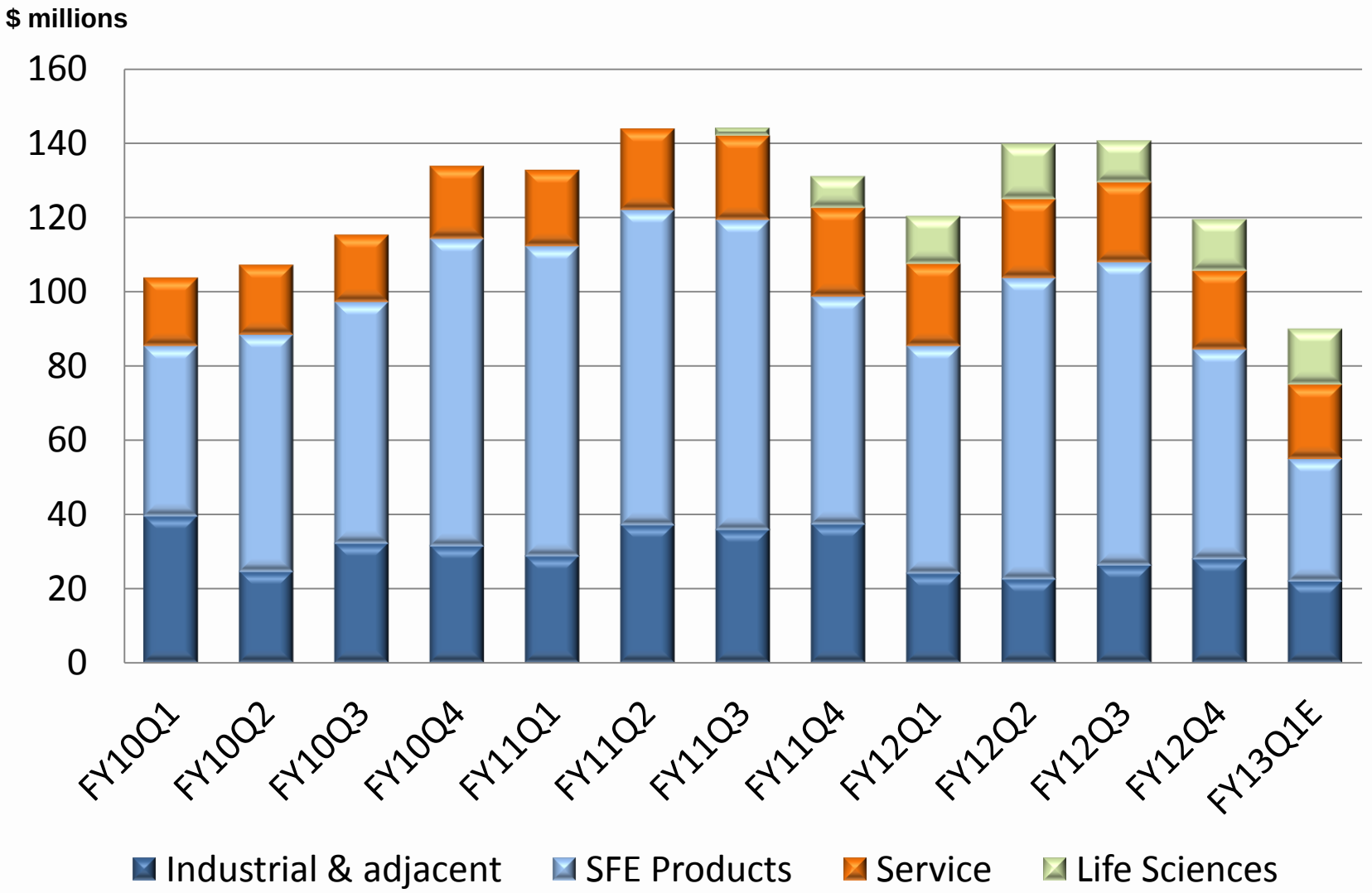
Revenue Trends (Excluding Contract Manufacturing Business)



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Revenue, Margin & Earnings Guidance

	Q4 FY12	Q1 FY13	Comments on Sequential Trends
Revenues ($ millions)	$ 119.4	$ 85.0 - $95.0	33 – 45% decline in core Technology business partially offset by Life Science Systems growth & Crossing acquisition
Adjusted EBITDA ($ millions)	$ 10.2	$ 0.0 – (5.2)	
Adjusted Diluted Earnings Per Share*	$0.08	$(0.07)- $(0.15)	Excludes restructuring charges one-time and purchase accounting
GAAP Diluted Earnings Per Share	$ 1.84	$(0.10)-$(0.18)	

* Non–GAAP measure. See www.brooks.com for reconciliation of historical measure to GAAP measure

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GAAP to Non-GAAP Reconciliation, Q3 FY12 vs. Q4 FY12

in millions	GAAP Q3 FY12	Adjust	non-GAAP Q3 FY12	GAAP Q4 FY12	Adjust	non-GAAP Q4 FY12
Revenues	$ 140.4	$ -	$ 140.4	$ 119.4	$ -	$ 119.4
Cost of revenues	94.2	-	94.2	80.8	-	80.8
Gross profit	46.2	-	46.2	38.6	-	38.6
Operating expense:						
Research & development	11.7	-	11.7	11.3	-	11.3
Selling, general & administrative	25.3	-	25.3	24.9	-	24.9
Restructuring	0.9	(0.9)	-	2.1	(2.1)	-
Pension settlement	-	-	-	8.9	(8.9)	-
	37.9	(0.9)	37.0	47.2	(11.0)	36.2
Operating profit (loss)	8.3	0.9	9.2	(8.6)	11.0	2.4
Interest income, net	0.3	-	0.3	0.3	-	0.3
Other, net	0.2	-	0.2	0.2	-	0.2
Income before taxes, joint ventures and minority interest	8.8	0.9	9.7	(8.1)	11.0	2.9
Income tax provision	1.0	-	1.0	(123.9)	121.8	(2.1)
Net income before joint ventures and minority interest	7.8	0.9	8.7	115.8	(110.8)	5.0
Joint venture income (losses)	0.2	-	0.2	0.4	-	0.4
Net income	8.0	0.9	8.9	116.2	(110.8)	5.4
Net (income) loss attributable to minority interests	(0.0)	-	(0.0)	(0.0)	-	(0.0)
Net income (loss) attributable to Brooks	$ 8.0	$ 0.9	$ 8.9	$ 116.2	$ (110.8)	$ 5.4
Basic earnings per share attributable to Brooks	$ 0.12	$ 0.01	$ 0.14	$ 1.78	$ (1.69)	$ 0.08
Diluted earnings per share attributable to Brooks	$ 0.12	$ 0.01	$ 0.14	$ 1.77	$ (1.69)	$ 0.08
Basic shares for EPS	65,264	65,264	65,264	65,397	65,397	65,397
Diluted shares for EPS	65,781	65,781	65,781	65,738	65,738	65,738
Adjustments						
Operating expense:						
Restructuring		$ -			$ (2)	
Pension settlement		(0.9)			(8.9)	
		$ (0.9)			$ (11.0)	
Income tax provision						
One-time benefit from adjustment to valuation allowance		$ -			$ 121.8	
		$ -			$ 121.8	

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GAAP to Non-GAAP Reconciliation, FY11 vs. FY12

in millions	GAAP FY11	Adjust	non-GAAP FY11	GAAP FY12	Adjust	non-GAAP FY11
Revenues	$ 688.1	$ -	$ 688.1	$ 519.5	$ -	$ 519.5
Cost of revenues	465.1	(1.9)	463.2	346.0	(0.9)	345.1
Gross profit	223.0	1.9	224.9	173.5	0.9	174.4
Operating expense:						
Research & development	39.9	-	39.9	47.5	-	47.5
Selling, general & administrative	102.5	(0.7)	101.8	101.2	(0.2)	101.0
Restructuring	1.0	(1.0)	-	3.3	(3.3)	
Pension settlement	-	-	-	8.9	(8.9)	
In-process R&D	-	-	-	3.0	(3.0)	-
	143.4	(1.7)	141.7	163.9	(15.4)	148.5
Operating profit (loss)	79.6	3.6	83.2	9.6	16.3	25.9
Interest income, net	1.1	-	1.1	1.2	-	1.2
Sale of contract manufacturing business	45.0	(45.0)	-	-	-	-
Other, net	1.9	(0.7)	1.2	0.6	-	0.6
Income before taxes, joint ventures and minority interest	127.6	(42.1)	85.5	11.4	16.3	27.7
Income tax provision	2.0	0.3	2.3	(123.3)	121.8	(1.5)
Net income before joint ventures and minority interest	125.6	(42.4)	83.2	134.7	(105.5)	29.2
Joint venture income (losses)	4.8	-	4.8	2.1	-	2.1
Net income	130.4	(42.4)	88.0	136.8	(105.5)	31.3
Net (income) loss attributable to minority interests	-	-	-	-	-	-
Net income (loss) attributable to Brooks	$ 130.4	$ (42.4)	$ 88.0	$ 136.8	$ (105.5)	$ 31.3
Basic earnings per share attributable to Brooks	$ 2.02	$ (0.66)	$ 1.36	$ 2.10	$ (1.62)	$ 0.48
Diluted earnings per share attributable to Brooks	$ 2.01	$ (0.65)	$ 1.35	$ 2.08	$ (1.61)	$ 0.48
Basic shares for EPS	64,549	64,549	64,549	65,128	65,128	65,128
Diluted shares for EPS	65,003	65,003	65,003	65,722	65,722	65,722
Adjustments						
Cost of revenues						
Purchasing accounting adjustments to contracts acquired		$ (1.3)			$ (0.9)	
Inventory charges recorded for acquisitions		(0.6)			-	
		$ (1.9)			$ (0.9)	
Operating expense:						
Merger costs		$ (0.7)			$ (0.2)	
Restructuring		(1.0)			(3.3)	
Pension settlement		-			(8.9)	
In-process R&D		-			(3.0)	
		$ (1.7)			$ (15.4)	
Sale of contract manufacturing business		$ (45.0)			$ -	
Other, net						
Sale of intellectual property rights		$ -			$ -	
Loss on investment		-			-	
Litigation settlement		(0.7)			(0.7)	
		$ (0.7)			$ (0.7)	
Income tax provision						
Tax on one-time gains		$ (2.5)			$ -	
One-time benefit from adjustment to valuation allowance		-			121.8	
One-time benefit from uncertain tax positions		2.8			-	
		$ 0.3			$ 121.8	

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