



Standards of Conduct

Our Core Values Matter

A Message from our CEO, Steve Schwartz

Brooks has grown in many ways. We have grown the levels of our business with our customers, we have grown through acquisition, we have grown in our aspirations, and we have grown as individuals as we have met the challenges that we have chosen to embrace. Through all of this change we have lived by certain standards of conduct that are the underpinnings of the successes that we have enjoyed in the past and will enjoy in the future. The values that support those standards of conduct - honesty, integrity, accountability and respect for one another and the many constituencies that we serve-will not change as we continue to evolve and grow.

The Standards of Conduct set out here are the standards we have set for ourselves in all of our dealings. They are organized by the many areas of activity in which we engage, all with the goal of ensuring that we both observe these standards and engage in their continuous improvement wherever necessary.

Also included here are the mechanisms by which any of us can report actual or possible violations of which we may become aware.

Anyone who believes that the conduct of any Brooks' employee has not met or does not meet the standards set out here is encouraged to contact his or her manager, or a member of the Human Resources organization, or the office of the General Counsel. In addition, any Brooks employee may provide information on a confidential basis using our hotline. The hotline is staffed by an independent, third party service provider to help insure confidentiality if that is desired. It is available 24 hours per day, and telephone assistance is available in many languages. It can be reached as follows:



By phone: U.S. Hotline: 888-311-6684
International Hotline: For a complete list of access codes, go to Corporate Ethics Hotline on Inside Brooks Home Page
By Internet: <https://www.compliance-helpline.com/brooks-automation.jsp>
By email: corporate.ethics@brooks.com

In addition, those with accounting-related or financial reporting concerns who would also like to communicate directly with the Audit Committee of our Board of Directors, may call 978-262-7444 or email at audit.committee@brooks.com.



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The background of the slide features a silhouette of three hikers standing on a mountain ridge. They are holding trekking poles and looking towards the right. The sky is a clear, light blue, and the foreground shows the dark silhouette of the mountain ridge and some sparse vegetation.

Purpose

To define the standards of conduct, behavior and ethics by which all employees are expected to conduct the Company's business.

Scope

This policy applies to all Brooks' subsidiaries and organizations.

General Policy

Brooks Automation shall conduct its business in accordance with all applicable laws and regulations of the countries in which it operates, and with honesty, integrity, accountability and respect for each other, our customers and our business partners.

Responsibilities

It is the responsibility of all officers and executives of the Company and its subsidiaries to create and maintain an environment where each employee feels responsible for and comfortable with complying with these Standards of Conduct.

All managers are responsible for ensuring that all employees under their direction are advised of and understand these Standards of Conduct.

All employees are responsible for adhering to these Standards of Conduct and complying with all provisions of this policy.

- All employees are to be treated with dignity and respect. Any conduct – whether verbal, sexual, physical, visual or otherwise – that could be considered offensive or intimidating will not be tolerated.
- Brooks values and insists on a culture of respectful treatment and a work environment free from harassment of any kind.

Why It Matters:

Harassment leads to a lost sense of team and inclusiveness, impedes productive communications and problem solving, leads to low morale and high stress and could result in costly litigation.

Policies

- ❖ Respect in the Workplace-Preventing Harassment

Standards

- ❖ Standards Towards One Another

- We prohibit retaliation against an employee who has filed, in good faith, a complaint under any applicable Company policy or under any law or for assisting in a complaint investigation. Any supervisor or member of management who knows an employee is being harassed, discriminated or retaliated against and fails to address the situation or fails to notify higher management will be subject to disciplinary action.
- Retaliation against any individual for reporting or cooperating in the investigation of an incident of harassment not only violates our standards, but is unlawful. It will not be tolerated and will be treated with the same strict discipline as the harassment itself.

Why It Matters:

Retaliation undermines faith in the Company's ability to do the right thing.

Policies

- ❖ Respect in the Workplace-Preventing Harassment

Standards

- ❖ Standards Towards One Another

Q: What is Prohibited Harassment?

A: Prohibited harassment includes conduct such as slurs, jokes, intimidation or any other verbal or physical attack upon a person that is based on, or relates to, one's race, color, religion, ancestry, gender, sexual orientation, age, disability, marital status veteran status or any other personal characteristic.

Q: What is Sexual Harassment?

A: Sexual harassment includes unwelcome sexual advances and other verbal or physical conduct of a sexual nature that:

is made either explicitly or implicitly a term or condition of an individual's employment;

is used as the basis for any and all employment-related decisions affecting an individual; or

has the effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Q: What should I do if I believe I have been the target of Harassment?

A: An employee who believes that he or she has been the object of harassment, as well as anyone who observes an incident of such harassment, should report the matter immediately to the designated Human Resources staff member assigned to his or her organization. A supervisor who observes an incident that may constitute harassment, or who otherwise becomes aware of such an incident, should immediately notify their designated Human Resources staff member. In either case, the Human Resources staff member will arrange for an appropriate investigation. Upon completion of the investigation, the employee(s) directly involved will be advised of the results.

Any supervisor or other employee who is found to have engaged in harassment of another employee will be subject to disciplinary action up to and including termination.

To the fullest extent possible, all internal investigations of harassment complaints will be conducted confidentially.

- A safe and healthy work environment means that we do not condone nor will we tolerate illegal drug use or abuse of alcohol or other legally controlled substances by our employees. We prohibit the use, sale, purchase, transfer, possession of or presence in one's system of illegal drugs, the possession of drug paraphernalia such as pipes, or the abuse or misuse of legal drugs or alcohol while on Company business or during working hours.
- Firearms and other deadly weapons may not be in the possession of any employee, agent or visitor while on Company premises or when engaged in Company business. Employees and other persons on Company premises may be subject to inspection, in compliance with applicable laws, of their personal property (including lockers, baggage, desks, parcels, computers and automobiles) while on Company property.
- Report injuries or threats of injury to persons or property immediately.

Why It Matters:

Staying healthy and drug-free directly impacts productivity and your ability to perform safely.

Policies

- ❖ Workplace Violence Prevention Policy

Standards

- ❖ Standards Towards One Another



- At Brooks we strive to go beyond simply respecting cultural differences - our goal is to create an inclusive workplace where not only does everyone have a seat at the table **despite** their differences, each employee's voice is heard and appreciated **because** of the value of their unique experiences and backgrounds.
- We are committed to attracting, developing, and retaining diverse talent that is inclusive of every age, gender, gender identity, race, sexual orientation, physical capability, neurological difference, ethnicity, belief, and perspective.
- Our goal is to develop **cultural competency** by seeking knowledge, increasing awareness, developing sensitivity, modeling respect, and promoting inclusion and unity.

Why It Matters:

Our diversity makes us stronger as a team and unites us as an organization. As a global company, an inclusive environment will propel our strength in the marketplace, our success as a company, and our impact on the world around us.

Policies

- ❖ Equal Employment Opportunity Policy
- ❖ Employment Policies, Practices and Procedures
- ❖ Brooks Human Rights Policy
- ❖ Brooks Diversity Statement
- ❖ Respect in the Workplace Policy- Preventing Harassment

Standards

- ❖ Standards Towards One Another

Q: What is cultural competency and why is it so important to our organization?

A: Cultural competency:

Cultural competence is the ability to respect and to effectively empathize, communicate, and interact with people across cultures. It goes beyond practicing tolerance.

It invites introspection and requires a commitment to supporting cultural diversity; challenging one's own cultural assumptions, values, and beliefs, and a commitment to relationship building.

A: Culture competency helps to break down barriers in order to:

- Enable our business to improve efficiencies by fostering teamwork across areas of our business
- Make people feel valued and comfortable sharing ideas
- Build customer loyalty and repeat business
- Open us up to new markets and networks
- Create an environment of innovation

Q: What is cultural diversity?

Generally, diversity refers to the similarities and differences between individuals accounting for all aspects of one's personality and individual identity. Some of the dimensions of diversity are:

- Age
- Color
- Disability
- Ethnicity/national origin
- Family status
- Gender
- Gender identity or expression
- Generation
- Language
- Life experiences
- Organization function and level
- Physical characteristics
- Race
- Religion, belief and spirituality
- Sexual orientation
- Thinking patterns and neurological difference
- Veteran status



Q: What are ways to develop cultural competency in the workplace?

A: Examine your own personal opinions and beliefs.

Be proactive and embrace opportunities to interact with coworkers who have different backgrounds.

Engage in diversity and inclusion training and in respectful cross-cultural exchanges.

Recognize and challenge stereotypes and unconscious biases in yourself and others during meetings, interview processes, etc.

Understand the importance of being an Ally and practice it respectfully when appropriate.

Challenge yourself to recognize microaggressions or inequalities in systems or processes and help to employ effective interventions or solutions.

What is **Unconscious Bias**?:

We all have unconscious biases. They are the underlying stereotypes that people unconsciously attribute to another person or group of people that affect how they understand and interact with that person or group.

Here are two examples of Unconscious Bias:

Affinity bias is the unconscious tendency to get along with others who are like us- someone who went to the same school or grew up in the same town.

Halo/Horn bias is the unconscious tendency to let one trait (positive or negative) form our perception of the whole person or interaction.

What does it mean to be an **Ally**?:

An ally recognizes that though they are not a member of a marginalized group(s) they support, they make a concerted effort to better understand the struggle that group faces. Because an Ally might have more privilege, they are powerful voices alongside marginalized ones.

What is **Microaggression**?

Microaggression is a subtle behavior – verbal or non-verbal, conscious or unconscious such as negative slight or comment– directed at a member of a marginalized group that has a derogatory, harmful effect.

Standards Towards Customers, Suppliers and Other Business Partners

Integrity

- We must relentlessly comply with our quality processes and safety requirements.
- Deliberately misleading messages, omissions of important fact, or false claims about our competitors' offerings, are never acceptable. We will only obtain business legally and ethically.
- We will not engage in any “side deals” with customers in which undocumented, undisclosed terms or conditions are granted in exchange for placing an order or providing some other benefit to Brooks.
- We must protect customer information that is sensitive, private or confidential just as carefully as our own.
- We must take special care to comply with all legal obligations in dealing with governments, which generally prohibit (or put strict limitations on) gifts, entertainment and travel offered to government officials.

Why It Matters:

Nothing is more important than our reputation. We need to protect it in order to build long-term customer relationships and win business. Corruption of any sort damages trust and can result in increased costs, reduced quality and potential monetary penalties or even time in jail.

Standards

- ❖ Standards Towards Customers, Suppliers and Other Business Partners

Standards Towards Customers, Suppliers and Other Business Partners

Integrity

Q: True or False? When we use suppliers or contractors to fulfill our commitments, we may also be responsible for communicating unique government requirements to them.

A: **True.** We must know and comply with applicable laws and regulations and communicate to others as well.

Q: Can we do business with others who violate local environmental, employment, safety or anti-corruption statutes, even if we do not?

A: **No.** All arrangements with third parties must comply with our policy and the law.

Q: Can we pay commissions or fees to dealers, distributors, agents, finders or consultants if we have reason to believe they will become bribes?

A: **No.** All commission rates or fees must be reasonable in relation to the value of the product or work that is actually being done.

Purchasing Practices

- ❖ Purchasing decisions must be made based solely on Brooks' best interests.
- ❖ Suppliers win Brooks' business based on product or service suitability, price, delivery and quality.
- ❖ Purchasing agreements should be documented and clearly identify the services or products to be provided, the basis for earning payment, and the applicable rate or fee.
- ❖ The amount of payment must be commensurate with the services or products provided.

- In the normal course of business, many of us may have access to information that could affect the value of the stock, options or other securities of Brooks or another company.
- Until this information is publicly disclosed, it is considered material non-public information and must be kept confidential.
- Acting on this information for personal gain, or disclosing it to anyone else before it has been released to the public, violates federal law and our own policy.
- Penalties to individuals and companies for violations are severe and include criminal fines and imprisonment.

Why It Matters:

Trading while in possession of material non-public information creates an unfair advantage over investors who do not have access to this information. We are obligated to comply with the securities laws and regulations of the United States and other countries

Policies

- ❖ Insider Trading Policy

Standards

- ❖ Standards Towards Our Shareholders

What information is material?

Information is material if it would influence a reasonable person's decision to buy, sell or hold a company's stock, options or other securities.

Information about Earnings? Yes

Information about possible Dividend Changes? Yes

Stock Splits? Yes

Significant Acquisitions? Yes

Significant Divestitures? Yes

Major Changes in Management? Yes

Major Changes in Corporate Structure? Yes

Major Changes in Corporate Policy? Yes

Does the above cover every instance of material information? **NO**

Can I share what I know with a spouse, friend or colleague?
NO

Who should I speak to if I am uncertain whether or not information is material? **Your manager or the Company's Legal Counsel.**

The following guidelines are intended to help you comply with the rules regarding non-public information:

- Material non-public information should be shared only with Brooks employees whose jobs require them to have the information.
- Do not disclose sensitive or non-public information to anyone outside Brooks. Brooks has standard procedures for the release of information to the public.
- You should not buy or sell stock, options or other securities of Brooks or another company, or direct someone else to buy or sell these for you, when you possess material information about Brooks or such other company that has not been made public. After it has been made public, you cannot act on the information until the public has had time to react to the information.
- You should not trade in another company's stock, options or other securities if you believe Brooks' plans or activities will affect that stock's value.
- All employees are prohibited from engaging in certain speculative or short-term transactions involving the Company's securities, including short sales, margin loans, straddles, collars or other hedging devices, and publicly-traded options. We all need to be aware that these types of transactions can place our financial interests in conflict with Brooks and our shareholders, since some of these transactions are profitable only if the price of Brooks stock declines.
- **Any call from stockholders, financial analysts or others requesting financial information about Brooks should be directed to the Chief Financial Officer.**

- Brooks' assets such as funds, products, or computers may only be used for business purposes or other purposes approved by management.
- Brooks' assets may never be used for illegal purposes.
- We will safeguard all proprietary information by marking information accordingly, keeping it secure, and limiting access to those who have a need to know in order to do their jobs.
- Proprietary information includes any information that is not generally known to the public and is helpful to Brooks or would be helpful to competitors. It also includes information that suppliers and customers have entrusted to us.
- The obligation to preserve the confidentiality of proprietary information continues even after employment by Brooks ends.

Why It Matters:

Our resources and assets should be used for the benefit of our shareholders, which may also include you.

Policies

- ❖ Electronic Acceptable Use Policy
- ❖ Personal Mobile Device Policy
- ❖ Access to Sensitive Data Policy
- ❖ Third Party Access Management

Standards

- ❖ Standards Towards Our Shareholders

- We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, and personnel records, as well as all financial records.
- All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to Brooks' system of internal controls. No false or artificial entries may be made. When a payment is made, it can only be used for the purpose spelled out on the supporting document.
- All business records and communications should be clear, truthful and accurate. Remember as well that business records and communications do not always remain private and often become public through litigation, government investigations and the media. We will avoid exaggeration, colorful language, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including e-mail and "informal" notes or memos. Records should always be retained and destroyed according to Brooks' record retention policies.

Why It Matters:

When we hold ourselves to the highest standards we build a foundation of trust with colleagues, competitors, staff, and customers. The financial community responds by investing in our company, helping to drive it forward.

Policies

- ❖ Contract Approval and Signature Authority
- ❖ Expenditure Authorization Policy
- ❖ Order Admin Framework Policy
- ❖ Records Retention Policy

Standards

- ❖ Standards Towards Our Shareholders



- We must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.
- Brooks and all our employees are required to comply with the antitrust and unfair competition laws of the many countries in which we do business. These laws are complex and vary considerably from country to country.
- Acting on this information for personal gain, or disclosing it to anyone else before it has been released to the public, violates federal law and our own policy.
- Penalties to individuals and companies for violations are severe and include criminal fines and imprisonment.

Why It Matters:

Unfair trade practices are illegal and we do not want to create legal exposure for Brooks.

Policies

- ❖ Standards of Conduct

Standards

- ❖ Standards Towards Competitors and the marketplace



Q: What should I do if I have obtained, by mistake, information that may be a trade secret, or confidential information, of another business.

A: Consult the Legal Department.

Q: What do Fair Competition and Antitrust Laws generally deal with?

A: Agreements with competitors that harm customers, including price fixing and allocations of customers or contracts.

Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price or conditioning the sale of products on an agreement to buy other products or services.

Attempts to monopolize, including pricing a product below cost in order to eliminate the competition.

Q: Can there be a violation of anti-trust laws even if there is no formal agreement with a competitor?

A: Yes, a general discussion followed by a common action can be enough to show that an agreement exists.

DO NOT enter into an agreement, written or oral, that restricts competition (price fixing, allocating customers).

DO NOT communicate with competitors unless it concerns a true customer-supplier relationship, other legitimate business ventures or permitted trade association activities.

DO NOT discuss market conditions with competitors. You may, however, discuss with customers, suppliers, wholesalers, etc.

DO NOT improperly restrict a customer's or distributor's freedom to establish its own prices or terms of resale.

DO NOT set a minimum price of resale by Brooks.

DO NOT discuss with customers the prices charged to other customers.

DO NOT require a customer to purchase one product in order to purchase another product.

- Wherever we do business in the world, we must comply with all applicable laws and regulations.
- There are no excuses for violating the law.
- No one may make any political contribution on behalf of Brooks or use Brooks' name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates.
- When importing or exporting products, services, information or technology we will comply with applicable U.S. and other national laws, regulations and restrictions.
- When we travel internationally on company business we are also subject to laws governing what we import and export.
- We are responsible for knowing the laws that pertain to imports and exports, and for checking with the company's import/export compliance manager when in doubt.

Why It Matters:

Import and export compliance is not something that you should take lightly. If your import or export is not compliant with all relevant rules and protocols, the commodity is subject to confiscation or destruction. In severe cases, noncompliance could also result in heavy fines and or jail time.

Training

- ❖ Annual Training

Standards

- ❖ Standards Towards Governments

WE WILL COMPLY with the anti-corruption laws of the countries in which we do business including the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Antibribery Act, which apply to global business.

Q: How can I comply?

A: Do not directly or indirectly offer or make a payment (in cash or in kind) to government officials for the purpose of influencing business decisions.

Q: Does this apply to employees of state-owned enterprises?

A: Yes.

Q: Does this apply to any other third-party?

A: Yes.

Q: What if I engage an agent?

A: Make sure that they are reputable and require them, in writing, to agree to uphold Brooks' standards.

Q: What if I violate the FCPA?

A: You may be subject to **substantial fines** and/or **imprisonment**.

WE WILL COMPLY with all regulations (federal, state, municipal or public authority) that apply to contracts, concessions, licenses or other arrangements.

Q: How can I comply?

A: To avoid even the appearance of impropriety, do not, directly or indirectly, offer or give gifts, gratuities, favors, entertainment or anything of monetary value to any government employee or to his/her family members.

Q: What should I know if I deal on a regular basis with public officials?

A: Learn what is acceptable by obtaining a copy of the federal, state or local public agency's governing ethics, guide, or rules, if any.

Q: What if a government official makes a request or comment that appears perfectly proper.

A: Consider if the comment or request could be susceptible to a different interpretation.

Q: Is there anything else I should do before taking any action that might violate this policy?

A: Yes, discuss the proposed action with your manager or the General Counsel.

- Business decisions and actions must be based on the best interests of Brooks, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect our independent and sound judgment on behalf of Brooks.
- We are all required to disclose to management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose.

Why It Matters:

Decisions motivated by personal considerations or relationships may inevitably harm the best interests of Brooks, its employees, its stockholders, other vendors, etc.

Policies

- ❖ Standards of Conduct

Standards

- ❖ Standards Concerning Conflicts of Interest

GENERAL GUIDELINES TO GOVERN POSSIBLE CONFLICTS OF INTEREST

➤ Outside Employment

None of us may work for or receive payments for services from any competitor, customer, distributor or supplier without approval from management.

➤ Board Memberships

Advance approval required from management to serve on board of directors for an outside company or government agency. Approval not required for service on the board of a non-profit or community organization.

➤ Family Members and Close Personal Relationships

We may not use personal influence to cause Brooks to do business with a company in which our family members or friends have an interest.

➤ Investments

Investments in a competitor, supplier, customer or distributor should not be allowed to influence, or appear to influence, our independent judgment on behalf of Brooks. Modest investments or small indirect investments would not normally represent a conflict of interest provided it does not affect your efforts on behalf of Brooks.

Directly or indirectly buying or otherwise acquiring rights to any property or materials, when we know that Brooks may be interested in pursuing such an opportunity and the information is not public, is prohibited.

➤ Gifts

Gifts are not always physical objects – they might also be services, favors or other items of value.

➤ Gifts to Brooks Employees

We don't accept kickbacks, lavish gifts or gratuities. We can accept items of nominal value, such as small promotional items bearing another company's name. We will not accept anything that might make it appear that our judgment for Brooks would be compromised. In some rare situations, it would be impractical or harmful to refuse or return a gift. When this happens, discuss the situation with your management.

➤ Gifts Given by Brooks

Some business situations call for giving gifts. Our gifts must be legal, reasonable, and approved by your management. We never pay bribes.

We understand that gift-giving practices vary among cultures. Our local gift policies and guidelines address this. We will not provide any gift if it is prohibited by law or the policy of the recipient's organization. For example, the employees of many government entities around the world are prohibited from accepting gifts. If in doubt, check first with your manager.

➤ Entertainment

We consider "entertainment" to include a representative of both parties at the event.

➤ Entertainment of Brooks Employees

We may accept entertainment that is reasonable in the context of the business and that advances Brooks' interests. For example, accompanying a supplier or customer to a local cultural or sporting event, or to a business meal, would in most cases be acceptable.

Entertainment that is lavish or frequent may appear to influence one's independent judgment on behalf of Brooks. If an invitation seems inappropriate, we must turn down the offer or pay the true value of the entertainment ourselves. Accepting entertainment that may appear inappropriate should be discussed with management, in advance if possible.

➤ Entertainment by Brooks

We may provide entertainment that is reasonable in the context of the business. If we have a concern about whether providing entertainment is appropriate, we will discuss it with management in advance.

Entertainment of government officials may be prohibited by law. Obtain advance approval from management in each instance.

➤ Acceptance of Travel Expenses

We may accept transportation and lodging provided by one of our suppliers or another third party if the trip is for business and is approved in advance by the employee's supervisor. All travel accepted must be accurately recorded in our travel expense records.

➤ Providing Travel

Unless prohibited by law or the policy of the recipient's organization, Brooks may pay the reasonable transportation and lodging expenses incurred by customers, agents or suppliers in connection with a visit to a Brooks facility or product installation. The visit must be for a business purpose, such as, on-site examination of equipment, contract negotiations, or training.

- Examine your work to see if it includes any new and useful innovations that could give us a competitive advantage.
- Report these ideas to your manager and keep confidential until patent, trade secret, copyright, trademark or other protection is obtained.
- Engineers must keep good written records and have them witnessed according to policy.
- Sales and marketing personnel must ensure that they are careful not to discuss or offer for sale any products containing new technology until we are sure the innovation is protected.
- We all must respect the proprietary information and trade secrets of our customers and suppliers.
- New employees are not to divulge the proprietary information of their former employers.

Why It Matters:

Patents and other intellectual property are the lifeblood of our company. In an international company, IP rights can be used as a strategic weapon, harming our viability as a company.

Policies

- ❖ Trade Secret Protection Policy

Standards

- ❖ Standards for Dealing with Technology and Information

- All company-provided equipment, software and communications systems are the property of Brooks and are provided for business purposes only.



Voice Mail, E-mail,
Internet, File
Folders, Personal
Computers, Mobile
Devices

Property of Brooks

- You may not review, transmit, retrieve or store offensive, obscene or other inappropriate material.
- You may not use Company email to send offensive or inappropriate statements, make solicitations, or divulge confidential information.
- Refrain from participating in any blogs, chat rooms, discussion boards social networking sites or the like that discuss the business of Brooks or our financial prospects.

Why It Matters:

Misuse of technology could embarrass you personally as well as embarrassing Brooks and could also lead to criminal prosecution. Misuse could also potentially impact the success of the Company.

Policies

- ❖ Electronic Acceptable Use Policy

Standards

- ❖ Standards for Dealing with Technology and Information

Brooks reserves the right to monitor, access, copy, modify, disclose or delete the contents of messages sent or received over its systems, including Internet points of contact.

- All business transactions must be reported honestly and accurately.
 - Financial statements must conform to generally accepted accounting principals and Brooks' accounting policies.
 - No undisclosed or unrecorded account or fund may be established for any reason.
 - No false or misleading entries may be made in our books or records for any reason.
 - No disbursement of corporate funds may be made without adequate supporting documentation.
 - Revenue may only be recorded in accordance with applicable standards.
 - Employees must understand their financial approval authority and not exceed that authority with respect to any agreement or transaction that has financial consequences.

Why It Matters:

Accurate information is essential to Brooks' ability to meet legal and regulatory obligations.

Policies

- ❖ Expenditure Authorization Policy

Standards

- ❖ Financial and Accounting Standards

- Q: What should I do if I have a concern regarding questionable accounting or auditing matters?
A: You may contact the General Counsel in writing or by telephone or the Audit Committee of the Board of Directors using the information provided.
- Q: Must I give my name when I make a report?
A: No, you may submit your concern anonymously subject to certain country regulations.
- Q: Does the audit committee see all complaints?
A: Yes, unless the General Counsel and Chief Financial Officer have determined the complaint to be without merit.
- Q: Then how is the audit committee kept informed?
A: A complete record of all complaints are provided to the audit committee each fiscal quarter.
- Q: Can I be retaliated against for making a complaint?
A: No, unless the complaint was knowingly and willingly false, Brooks will not discipline, discriminate against or retaliate for making a report.

HOW TO REPORT A VIOLATION

By phone: U.S. Hotline: 888-311-6684
International Hotline: For a complete list of access codes, go to Corporate Ethics Hotline on Inside Brooks Home Page

By Internet:

By email: corporate.ethics@brooks.com

In addition, those with accounting-related or financial reporting concerns who would also like **to communicate directly with the Audit Committee of our Board of Directors**, may **call** 978-262-7444 **or email** at: audit.committee@brooks.com

➤ Safety and Health

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. We are responsible for immediately reporting accidents, injuries, and unsafe equipment, practices or conditions to a supervisor or other designated person. Brooks is committed to keeping our workplaces free from hazards.

In order to protect the safety of all employees, each of us must report to work free from the influence of any substance that could prevent us from conducting work activities safely and effectively.

➤ Environment

We will respect the environment by complying with all applicable environmental laws in all countries in which we conduct operations. Brooks is committed to the protection of the environment by minimizing the environmental impact of our operations and operating our businesses in ways that will foster a sustainable use of the world's natural resources. We all need to support this commitment by complying with our environmental policies and programs.

Why It Matters:

Brooks is committed to minimizing the environmental impact of our operations, this matters to everyone including our children.

Policies

- ❖ Use of Drugs and Alcohol Policy

Standards

- ❖ Health and Safety Standards



Brooks

For further information regarding Brooks' Compliance and Reporting Standards contact your manager or the General Counsel for more information or clarification.

Our Core Values Matter