

# GMI EXECUTIVE PAY SCORECARD<sup>SM</sup>

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

20 Jan 2012

## Brooks Automation, Inc.



**BRKS** NASDAQ

Semiconductor Equipment / Testing

Market Capitalization USD:

**\$538.39 mm**

### CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Stephen S. Schwartz**

**Age: 52**

**CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>	\$597,125	\$623,462	\$563,461
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$650,000	\$525,000
<b>Benefits and Perquisites</b>	\$7,150	\$16,346	\$33,522
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$604,275</b>	<b>\$1,289,808</b>	<b>\$1,121,983</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$2,435,983	\$0	\$2,738,250
<b>TOTAL COMPENSATION</b>	<b>\$3,174,283</b>	<b>\$1,289,808</b>	<b>\$3,860,233</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$707,401	\$1,659,024	\$984,931
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$715,500	\$3,260,100	\$587,441
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$715,500</b>	<b>\$3,260,100</b>	<b>\$587,441</b>

Proxy Date: 22 Dec 2011

Annual Meeting Date: 8 Feb 2012

Equity Reserves: 10.46%

Stock Option Run Rate: 0.00%

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# Brooks Automation, Inc.

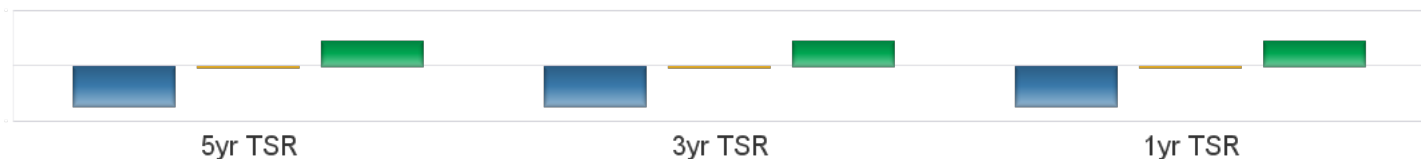
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ BRKS



## Peer Comparisons (TRBC) =Semiconductor Equipment / Testing

Ticker	Company Name	Total Summary CEO Compensation			Market Cap
		2009	2010	2011	
BRKS	Brooks Automation, Inc.	\$3,174,283	\$1,289,808	\$3,860,233	\$538,387,125
ENTG	Entegris, Inc.	\$1,302,022	\$2,670,021		\$861,306,207
KLIC	Kulicke & Soffa Industries, Inc.	\$1,437,133	\$2,796,133	\$4,924,623	\$542,335,793
UTEK	Ultratech, Inc.	\$1,899,387	\$3,619,210		\$440,126,126
ESIO	Electro Scientific Industries, Inc.	\$1,364,560	\$1,938,067		\$341,744,817
NANO	Nanometrics Incorporated	\$1,156,135	\$1,835,837		\$331,479,106
FORM	FormFactor, Inc.	\$1,709,529	\$1,015,591		\$316,792,939

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Advanced Energy Industries, Inc., Cymer, Inc., Entegris, Inc., FEI Company, FormFactor, Inc., LTX-Credence Corporation, MKS Instruments, Inc., Novellus Systems, Inc., Photronics, Inc., Teradyne, Inc., Ultra Clean Holdings, Inc., Varian Semiconductor Equipment Associates, Inc., Veeco Instruments, Inc.

### Performance Peer Group

Advanced Energy Industries, Inc., Cymer, Inc., Entegris, Inc., FEI Company, FormFactor, Inc., LTX-Credence Corporation, MKS Instruments, Inc., Novellus Systems, Inc., Photronics, Inc., Teradyne, Inc., Ultra Clean Holdings, Inc., Varian Semiconductor Equipment Associates, Inc., Veeco Instruments, Inc.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Kirk P. Pond	Chairman	67	Male	5	Outside
A. Clinton Allen	Member	67	Male	9	Outside
C. S. Park	Member	63	Male	4	Outside

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