



4th Quarter Fiscal 2011 Financial Results Conference Call

November 10, 2011

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 9/30/10. 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 10, 2011 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.

Significant events reflected in September quarter financials

Acquisition of Nexus Biosystems effective July 28. Integration and restructuring commenced to create Brooks Life Science Systems

Significant slow down in Semiconductor, LED equipment and Data Storage equipment demand

Enhanced product development investment capabilities

Initiation of substantial supply chain initiatives

Substantial favorable resolution of prior year foreign tax uncertainties

Revenue and Operating Profits Waterfall

\$ millions

Revenues **Operating Profit**
before Special Charges

3rd Quarter Fiscal 2011

\$ 186.1

\$22.6

Contract manufacturing divestiture

(42.3)

(2.0)

Brooks Life Science Systems

6.3

(1.5)

Brooks Global Services

1.4

0.7

Brooks Product Solutions

(20.5)

(7.6)

Increased investment in BPS engineering

(0.8)

Consulting and other initiatives

(1.7)

4th Quarter Fiscal 2011

\$ 131.0

\$ 9.7

Business transformation impacts Income Statement ratios

\$ millions	Q3FY11	Q4FY11	Change
Revenues	\$ 186.1	\$ 131.0	\$ (55.1)
Gross Profit, (excluding acquisition accounting)*	57.3	48.6	(8.7)
Gross Margin %	30.8%	37.1%	6.3%
Research & development	10.0	11.5	(1.5)
Selling, general & administrative	24.7	27.4	(2.7)
Operating Income (before special charges)*	\$ 22.6	\$ 9.7	\$ (12.9)

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

Significant Impact of Non-recurring Items

\$ millions	Q3FY11	Q4FY11	Change
Revenues	\$ 186.1	\$ 131.0	\$(55.1)
Operating profit <i>(before special charges)*</i>	22.6	9.7	(12.9)
Special charges*	(0.4)	0.0	0.4
After-tax gain on sale of business*	42.6	0.0	(42.6)
Other items	1.4	0.7	(0.7)
Income tax benefit (provision), excluding non-recurring items*	(0.9)	0.6	1.5
Minorities & joint venture earnings	0.9	1.1	0.2
Net Income Attributable to Brooks	\$ 66.2	\$ 12.1	\$ 54.1
GAAP DEPS	\$ 1.02	\$ 0.19	\$(0.83)
Adjusted DEPS *	\$ 0.36	\$ 0.19	\$(0.17)

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

Strong Full Year Performance

\$ millions	FY10	FY11	Change
Revenues	\$ 593.0	\$ 688.1	\$ 95.1
Gross profit <i>(before special charges)*</i>	166.3	224.9	58.6
Margin% to sales	28.0%	32.7%	4.7%
Operating profit <i>(before special charges)*</i>	49.5	83.2	33.7
Non-recurring gains, net of special charges*	8.9	42.5	33.6
Other non-operating items, net	1.6	5.1	3.5
Income tax (provision) , <i>excl special charges*</i>	(1.0)	(2.4)	(1.4)
Net Income Attributable to Brooks	\$ 59.0	\$ 128.4	\$ 69.4
GAAP DEPS	\$ 0.92	\$ 1.97	\$ 1.05
Adjusted DEPS *	\$ 0.78	\$ 1.32	\$ 0.54

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

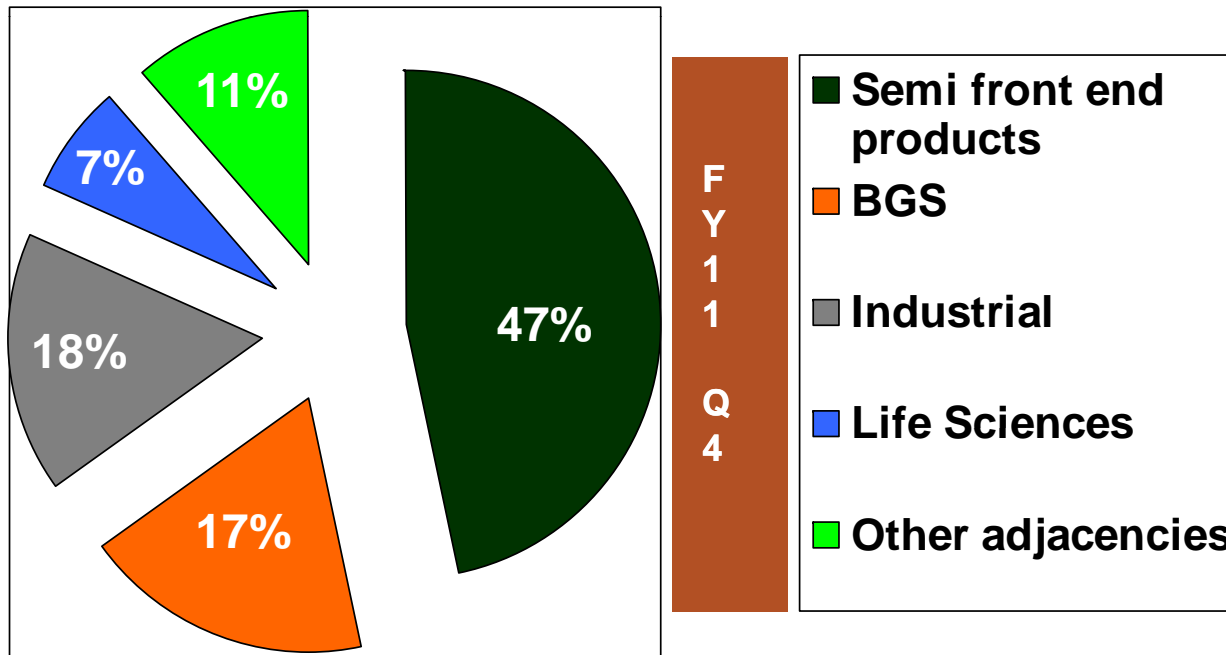
Cash and Cash flow

	FY11 Q4
\$ millions	
Adjusted EBITDA *	\$ 17.7
Restructuring Cash Flow	(0.3)
Reduction in accounts receivable	10.4
Increase in inventories	(7.9)
Other working capital	(2.4)
Capital expenditures	(2.3)
Dividends	(5.1)
M & A activity, net	(86.7)
Net Change in Cash and Marketable securities	(77.6)
Cash and Marketable securities at September 30	\$ 205.8

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

Diversification and Dilution of Customer Exposures

	FY10 Q4	FY11 Q4
# of >10% Customers	3	0
% of Business to Top 3 Customers	46%	19%



Brooks Life Science Systems

Reconciliation of GAAP to underlying performance

\$ millions	Q4FY11 GAAP	Adjust- ments	Q4FY11 Non-GAAP	Comments
Revenues	\$ 8.5	\$ 0.5	\$ 9.0	Adjustment for fair value accounting on contracts acquired
Gross Profit	1.6	1.9	3.5	39% underlying gross margin – low margins on certain new product introductions
Operating Expenses	5.0	0.0	5.0	Modest restructuring benefits in the fourth quarter
Segment Operating Loss	\$(3.4)		\$(1.5)	

Brooks Product Solutions Sequential Performance

\$ millions	Q3FY11	Q4FY11	Comments on Sequential Trends
Revenues	\$ 119.1	\$ 98.5	Semiconductor product revenues down 27%
Gross Profit	44.4	36.7	Margin of 37.3% flat with prior quarter
Operating Expenses	25.7	28.7	Increased engineering and operations consulting costs
Segment Operating Income	\$ 18.7	\$ 8.0	8.2% operating margin

Brooks Global Services Sequential Performance

\$ millions	Q3FY11	Q4FY11	Comments on Sequential Trends
Revenues	\$ 22.6	\$ 23.9	Robot service growth net of end-user spares decline
Gross Profit	7.9	8.7	Gross margin increases to 36.2% with favorable business mix
Operating Expenses	4.4	4.5	
Segment Operating Income	\$ 3.5	\$ 4.2	17.6% operating margin

Revenue, Margin & Earnings Guidance

\$ millions	Q4FY11	Q1FY12	Comments on Sequential Trends
Revenues	\$ 130.9	\$112.0 - \$122.0	Continued semi-conductor product and spares declines. Full quarter of Nexus in Life Science Systems
Adjusted DEPS *	\$ 0.19	\$ 0.01 - \$0.06	Higher income taxes, adverse volume impact, unfavorable mix impacts

* 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 FY11 vs. Q4 FY11

in millions	GAAP Q3 FY11	Adjust	non-GAAP Q3 FY11	GAAP Q4 FY11	Adjust	non-GAAP Q4 FY11
Revenues	\$ 186.1	\$ -	\$ 186.1	\$ 131.0	\$ -	\$ 131.0
Cost of revenues	129.1	(0.3)	128.8	84.0	(1.6)	82.4
Gross profit	57.0	0.3	57.3	47.0	1.6	48.6
Operating expense:						
Research & development	10.0	-	10.0	11.5	-	11.5
Selling, general & administrative	24.7	-	24.7	28.1	(0.7)	27.4
Restructuring	0.1	(0.1)	-	0.5	(0.5)	-
	34.8	(0.1)	34.7	40.1	(1.2)	38.9
Operating profit (loss)	22.2	0.4	22.6	6.9	2.8	9.7
Interest income, net	0.3	-	0.3	0.3	-	0.3
Sale of contract manufacturing business	45.0	(45.0)	-	-	-	-
Other, net	1.1	(0.7)	0.4	0.4	-	0.4
Income before taxes, joint ventures and minority interest	68.6	(45.3)	23.3	7.6	2.8	10.4
Income tax provision	3.3	(2.4)	0.9	(3.4)	2.8	(0.6)
Net income before joint ventures and minority interest	65.3	(42.9)	22.4	11.0	-	11.0
Joint venture income (losses)	0.9	-	0.9	1.1	-	1.1
Net income	66.2	(42.9)	23.3	12.1	-	12.1
Net (income) loss attributable to minority interests	(0.0)	-	(0.0)	(0.0)	-	(0.0)
Net income (loss) attributable to Brooks	\$ 66.2	\$ (42.9)	\$ 23.3	\$ 12.1	\$ -	\$ 12.1
Basic earnings per share attributable to Brooks	\$ 1.02	\$ (0.66)	\$ 0.36	\$ 0.19	\$ -	\$ 0.19
Diluted earnings per share attributable to Brooks	\$ 1.02	\$ (0.66)	\$ 0.36	\$ 0.19	\$ -	\$ 0.19
Basic shares for EPS	64,668	64,668	64,668	64,750	64,750	64,750
Diluted shares for EPS	65,141	65,141	65,141	65,118	65,118	65,118
Adjustments						
Cost of revenues						
Purchasing accounting adjustments to RTS sales contracts		\$ (0.3)			\$ (1.0)	
Inventory charges recorded for acquisitions		-			(0.6)	
		\$ (0.3)			\$ (1.6)	
Operating expense:						
Merger costs		\$ -			\$ (0.7)	
Restructuring		(0.1)			(0.5)	
		\$ (0.1)			\$ (1.2)	
Sale of contract manufacturing business		\$ (45.0)			\$ -	
Other, net						
Litigation settlement		\$ (0.7)			\$ -	
Income tax provision						
Tax on gain from sale of contract manufacturing business		\$ (2.4)			\$ -	
One-time benefit from uncertain tax positions		-			2.8	
		\$ (2.4)			\$ 2.8	

GAAP to Non-GAAP Reconciliation – FY10 vs. FY11

in millions	GAAP FY10	Adjust	non-GAAP FY10	GAAP FY11	Adjust	non-GAAP FY11
Revenues	\$ 593.0	\$ -	\$ 593.0	\$ 688.1	\$ -	\$ 688.1
Cost of revenues	<u>426.7</u>	<u>-</u>	<u>426.7</u>	<u>465.1</u>	<u>(1.9)</u>	<u>463.2</u>
Gross profit	<u>166.3</u>	<u>-</u>	<u>166.3</u>	<u>223.0</u>	<u>1.9</u>	<u>224.9</u>
Operating expense:						
Research & development	31.2	-	31.2	39.9	-	39.9
Selling, general & administrative	85.6	-	85.6	102.5	(0.7)	101.8
Restructuring	<u>2.5</u>	<u>(2.5)</u>	<u>-</u>	<u>1.0</u>	<u>(1.0)</u>	<u>-</u>
	<u>119.3</u>	<u>(2.5)</u>	<u>116.8</u>	<u>143.4</u>	<u>(1.7)</u>	<u>141.7</u>
Operating profit (loss)	47.0	2.5	49.5	79.6	3.6	83.2
Interest income, net	1.1	-	1.1	1.1	-	1.1
Sale of contract manufacturing business	-	-	-	45.0	(45.0)	-
Other, net	<u>8.0</u>	<u>(7.6)</u>	<u>0.4</u>	<u>1.9</u>	<u>(0.7)</u>	<u>1.2</u>
Income before taxes, joint ventures and minority interest	56.1	(5.1)	51.0	127.6	(42.1)	85.5
Income tax provision	<u>(2.7)</u>	<u>3.8</u>	<u>1.1</u>	<u>2.0</u>	<u>0.4</u>	<u>2.4</u>
Net income before joint ventures and minority interest	58.8	(8.9)	49.9	125.6	(42.5)	83.1
Joint venture income (losses)	<u>0.2</u>	<u>-</u>	<u>0.2</u>	<u>2.8</u>	<u>-</u>	<u>2.8</u>
Net income	59.0	(8.9)	50.1	128.4	(42.5)	85.9
Net (income) loss attributable to minority interests	<u>(0.0)</u>	<u>-</u>	<u>(0.0)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net income (loss) attributable to Brooks	<u>\$ 59.0</u>	<u>\$ (8.9)</u>	<u>\$ 50.1</u>	<u>\$ 128.4</u>	<u>\$ (42.5)</u>	<u>\$ 85.9</u>
Basic earnings per share attributable to Brooks	\$ 0.92	\$ (0.14)	\$ 0.78	\$ 1.99	\$ (0.66)	\$ 1.33
Diluted earnings per share attributable to Brooks	\$ 0.92	\$ (0.14)	\$ 0.78	\$ 1.97	\$ (0.65)	\$ 1.32
Basic shares for EPS	63,777	63,777	63,777	64,549	64,549	64,549
Diluted shares for EPS	64,174	64,174	64,174	65,003	65,003	65,003
Adjustments						
Cost of revenues						
Purchasing accounting adjustments to RTS sales contracts		\$ -		\$ (1.3)		
Inventory charges recorded for acquisitions		<u>-</u>		<u>(0.6)</u>		
		<u>\$ -</u>		<u>\$ (1.9)</u>		
Operating expense:						
Merger costs		\$ -		\$ (0.7)		
Restructuring		<u>(2.5)</u>		<u>(1.0)</u>		
		<u>\$ (2.5)</u>		<u>\$ (1.7)</u>		
Sale of contract manufacturing business		<u>\$ -</u>		<u>\$ (45.0)</u>		
Other, net						
Sale of intellectual property rights		\$ (7.8)		\$ -		
Loss on investment		<u>0.2</u>		<u>-</u>		
Litigation settlement		<u>-</u>		<u>(0.7)</u>		
		<u>\$ (7.6)</u>		<u>\$ (0.7)</u>		
Income tax provision						
Tax on one-time gains		\$ (0.1)		\$ (2.4)		
One-time tax benefit from change in statute		<u>3.9</u>		<u>-</u>		
One-time benefit from uncertain tax positions		<u>-</u>		<u>2.8</u>		
		<u>\$ 3.8</u>		<u>\$ 0.4</u>		

Unaudited historical segment data, in thousands:

	Year ended Sept. 30, 2009	Year ended Sept. 30, 2010	Fiscal Year 2010 - by quarter				Fiscal Year 2011 - prior quarters		
			Quarter ended Dec. 31, 2009	Quarter ended Mar 31, 2010	Quarter ended June 30, 2010	Quarter ended Sept. 30, 2010	Quarter ended Dec. 31, 2010	Quarter ended Mar 31, 2011	Quarter ended June 30, 2011
Brooks Product Solutions									
Revenues	132,337	362,524	63,189	88,280	97,059	113,996	112,001	121,664	119,092
Gross profit	15,140	128,479	20,279	28,870	36,330	43,000	43,090	47,490	44,433
Segment operating income (loss)	(70,326)	40,143	248	7,438	14,197	18,260	17,471	20,677	18,738
Brooks Global Services									
Revenues	59,004	74,905	18,389	18,789	18,128	19,599	20,476	21,864	22,569
Gross profit	6,478	20,354	4,388	5,128	5,025	5,813	7,267	7,920	7,903
Segment operating income (loss)	(10,227)	3,805	618	1,100	1,058	1,029	2,510	3,062	3,520
Brooks Life Science Systems									
Revenues	-	-	-	-	-	-	-	-	2,159
Gross profit	-	-	-	-	-	-	-	-	650
Segment operating income (loss)	-	-	-	-	-	-	-	-	(1,196)
Contract Manufacturing									
Revenues	27,365	155,543	24,619	41,284	41,603	48,037	45,890	49,123	42,316
Gross profit	(6,690)	17,462	1,579	4,952	4,550	6,381	6,962	6,264	3,984
Segment operating income (loss)	(16,128)	8,335	(564)	2,753	2,273	3,873	4,643	4,000	2,006