

## Brooks Automation

Conference Call: Divestiture of  
Brooks Semiconductor Solutions  
Group Business

September 20, 2021



# Safe Harbor Statement

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“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 the annual report on Form 10-K for the fiscal year ended September 30, 2020 and any subsequent quarterly reports on Form 10-Q. 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 as a separate presentation on the Company’s website. All financial projections throughout this presentation, exclude amortization of intangibles, restructuring expense and other special charges.

# Compelling Strategic Rationale

***Brooks is selling its semiconductor automation business to THL for \$3.0 billion in cash; ~19x LTM EBITDA***

- **Brooks has entered into a definitive agreement to sell the semiconductor automation business to Thomas H. Lee Partners (“THL”)**
  - The sale is the result of a rigorous process run by management and the Board
  - Brooks’ Board has determined that the sale of the semiconductor automation business provides greatest value to shareholders
  - Brooks no longer pursuing separation into two independent publicly traded companies
- **Following the sale, the life sciences business will operate as a standalone publicly traded company**
- **Transaction provides the life sciences business with a strong balance sheet to pursue strategic growth opportunities**
  - To extend leadership across genomics, cryo-storage, and automation solutions
  - With significant capital to accelerate new and adjacent growth vectors via M&A

# Transaction Highlights

## Transaction Value

- Selling semiconductor automation business, consisting of Brooks' Semiconductor Solutions Group (BSSG) segment, to THL for \$3.0B in cash
- Approximately 5x LTM Revenue and 19x LTM EBITDA
- Expected after-tax cash proceeds of approximately \$2.4B

## Financial Impact

- Semiconductor automation 6/30 LTM Revenue of \$613M
- Semiconductor automation operating results will be reported as discontinued operations starting in FQ4
- Brooks does not anticipate incremental stranded corporate expenses versus prior separation scenario

## Timing

- Expected to close in the first half of calendar year 2022
- Subject to regulatory approvals and customary closing conditions

# Strong Track Record of Continuous Portfolio Enhancement: Positioning Life Sciences with Fuel for Accelerated Growth

## Acquisitions & Divestitures (FY2011-2021)

Life Sciences M&A >\$840M  
Semi M&A >\$175M

Divestitures >\$840M

- RTS for \$3M
- Nexus for \$85M
- Crossing Automation for \$59M
- Matrical for \$9M
- 22% of BioCision for \$4M
- DMS for \$32M

• Divested of Contract Manufacturing for \$78M

**2011-2012**

• Divested of Granville-Phillips instrumentation for \$87M

**2013-2014**

- FluidX for \$16M
- BioStorage Technologies for \$125M
- Contact for \$7M

**2015-2016**

**2017-2018**

- BioCision add'l \$11M
- PBMMI for \$34M
- FreezerPro software for \$5M
- 4titude Ltd. for \$66M
- BioSpeciMan for \$5M
- Tec-Sem for \$16M

**GENEWIZ®**

- GENEWIZ for \$450M
- RURO for \$15M
- Divested of Semi Cryo for \$675M

**2019 - 2020**

- Precise Automation for \$70M
- Trans-Hit Biomarkers for \$15M

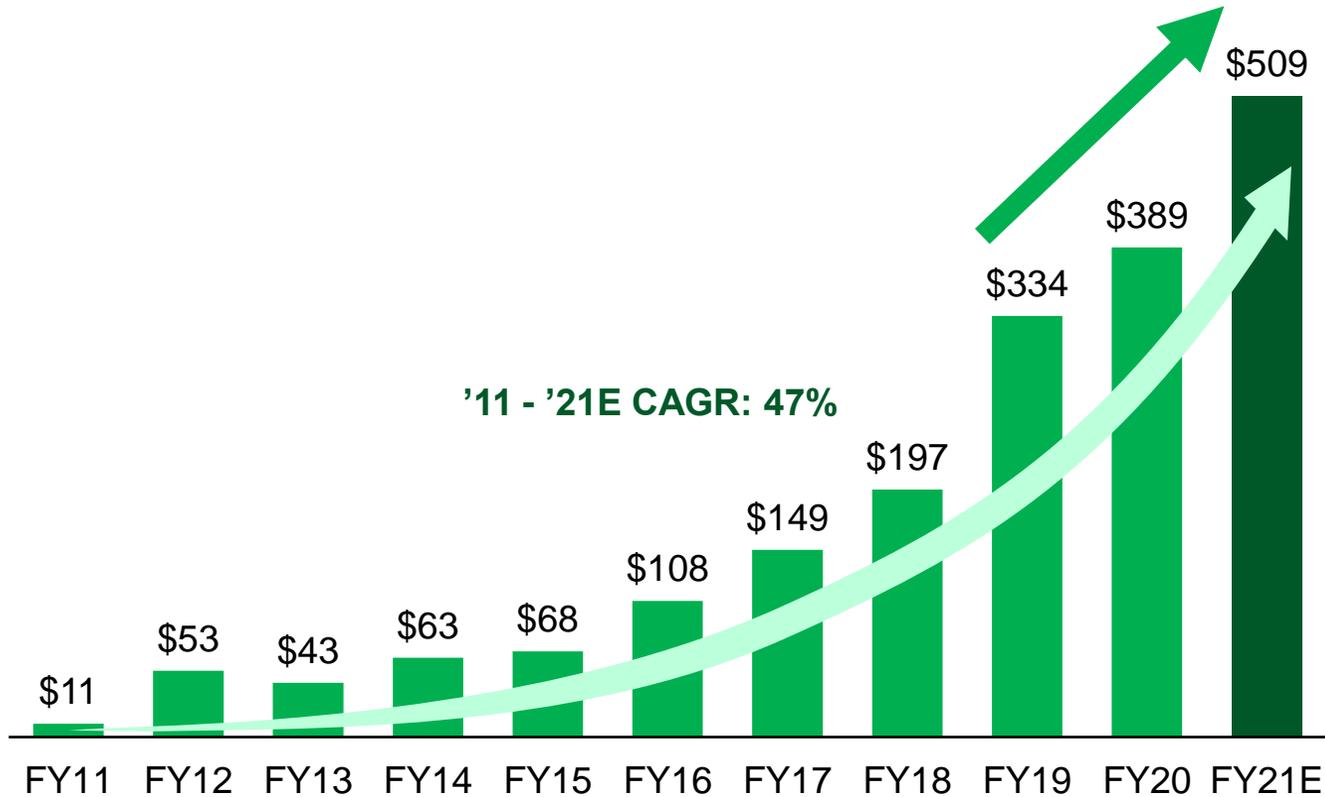
**2021**

**FY 2022  
(Projected)**  
Divestiture of BSSG for \$3.0B

High-growth Life Sciences enterprise with ~\$3B of cash to deploy

# Strong Organic Growth Supported by Acquisitions

**2-Year Average  
FY19A-21E:  
21% Organic Growth**



### Strong Foundation of Organic Growth

- Differentiated sample repository, cryo solutions, & genomics services
- Critical solutions for cell & gene therapy and other complex applications

### A Global Platform Capable to Seamlessly Integrate Additional Acquired Capabilities

- Additional genomics capabilities for C&GT, mRNA, and viral vector-based solutions
- More leverage of sample repository and customer networks
- New capabilities for data extraction, informatics, sourcing of samples

# All the Building Blocks in Place to Unlock Our Full Potential

Unique Value Proposition	Size	Profitability and Cash Flow	Capital to Deploy	Leadership
<p>Differentiated portfolio addressing high-growth markets</p>	<p>&gt;\$500M run-rate revenue as a standalone business</p>	<p>Solidly positive and growing operating margin with strong cash flow generation</p>	<p>Strong track record &amp; rich pipeline of tuck-in, strategic and transformative targets</p>	<p>High performing team ready for the next leg of growth</p>
				

**Over the past decade, we have solidified the foundation for a strong, standalone, high-growth life sciences company**

# Today's Announcement – What to Expect

## Standalone Life Sciences Co

Sample Management Products  
Sample Repository Services  
Genomic Services

- Projected available cash: ~\$2.6B
- LTM – June 30, 2021 Metrics:

### **Life Sciences Segment Reported:**

Revenue	\$485M, +30% YtY
Gross Margin	50.3%
Adj. EBITDA	\$117M
Adj. EBITDA Margin	24.0%

### **Standalone estimate:**

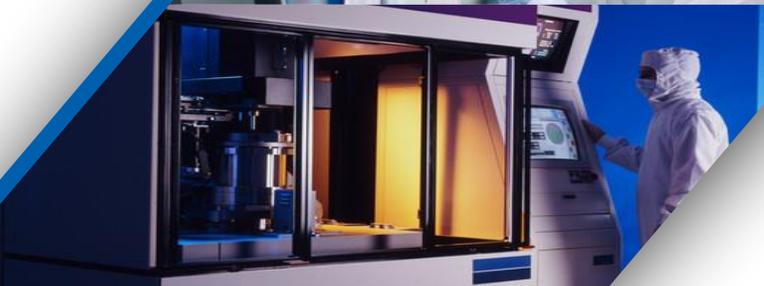
Unallocated overhead*	~\$25M
Adj. EBITDA Margin	~19%

- **Timing:**
  - Sale expected to complete in first half of calendar year 2022
- **Branding Transition:**
  - The Brooks Automation name and branding will transfer along with the semiconductor automation business
  - The Brooks Life Sciences business will adopt a new name and branding – details to be announced in the future
- **Stock Trading:**
  - Stock will continue to trade as Brooks Automation (BRKS) until ticker symbol change is made effective at a later date
- **Investor Day:**
  - Life Sciences Investor Day scheduled for November 16<sup>th</sup>

# Key Takeaways

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1. Sale of the Semiconductor Automation business for \$3B, ~19x LTM EBITDA
2. Life Sciences business to operate as a standalone publicly traded company
3. Cash proceeds to enable continued significant strategic investments
4. A uniquely positioned high-growth Life Sciences business



# Appendix



# Previously Reported BSSG Segment Results and Proforma Stand Alone Operating Profit Reconciliation to Adjusted EBITDA



## Brooks Semiconductor Solutions Group

	Reported LTM Jun-21 <sup>1</sup>	Standalone Adjustments <sup>2</sup>	Standalone LTM Jun-21 <sup>2</sup>	
<b>Operating Profit</b>	<b>125</b>	<b>8</b>	<b>133</b>	
<u>Adjustments:</u>				
Non-operating expenses	-	(0)	(0)	
Depreciation	5	1	6	
Amortization of intangible assets	3	2	4	
<b>EBITDA</b>	<b>132</b>	<b>11</b>	<b>143</b>	
<b>EBITDA margin</b>	<b>21.5%</b>		<b>23.3%</b>	
Purchase accounting impact on inventory and contracts acquired	0	-	0	
Stock-based compensation	14	(1)	13	
Merger and acquisition costs	-	1	1	
<b>Adjusted EBITDA</b>	<b>146</b>	<b>11</b>	<b>156</b>	→ X 19.2 = \$3.0B purchase price
<b>Adjusted EBITDA margin</b>	<b>23.8%</b>		<b>25.5%</b>	

1. Represents Brooks Reported Last Twelve Months (LTM) as of June 30, 2021, as presented in the Non-GAAP reconciliation included in appendix of the Company's Q3 FY'21 earnings presentation available at Brooks.com.

2. Standalone Adjustments and Standalone LTM'21 represents an unaudited proforma calculation of the semiconductor automation business on a standalone basis and is not representative of previously reported Segment results. Standalone Adjustments include management's estimated costs for general and administrative functions.