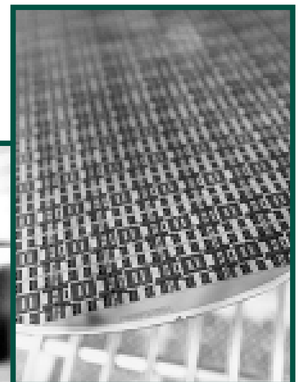
BROOKS AUTOMATION

2001 ANNUAL REPORT

BROOKS AUTOMATION

Intelligence in Automation™



Leading the way in *Automation*

Brooks Automation (Nasdaq: BRKS) provides automation solutions for the semiconductor and related industries. The business success of a semiconductor fab depends on its ability to improve quality, cycle time and factory utilization while delivering on a fast time-to-market curve. Today, almost every aspect of processing is automated, and Brooks has one of the broadest and deepest product and service offerings for the industry. With best-in-class technology as well as fully integrated solutions, Brooks has a presence in nearly every semiconductor fab in the world.

Selected *Financial Data*[1]

(in thousands, except per share data)

Year ended September 30,	**2001**	2000	1999	1998	1997
Revenues	**$381,716**	$337,184	$122,957	$123,459	$133,827
Gross profit	**$152,384**	$160,725	$ 55,152	$ 37,280	$ 56,739
Income (loss) from operations	**$ (43,904)**	$ 20,084	$ (11,822)	$ (29,190)	$ (1,362)
Income (loss) before income taxes and minority interests	**$ (36,523)**	$ 28,444	$ (10,448)	$ (27,917)	$ (2,857)
Net income (loss)	**$ (29,660)**	$ 15,109	$ (9,534)	$ (23,268)	$ (3,324)
Accretion and dividends on preferred stock	**$ 90**	$ 120	$ 774	$ 1,540	$ 1,125
Net income (loss) attributable to common stockholders	**$ (29,750)**	$ 14,989	$ (10,308)	$ (24,808)	$ (4,449)
Diluted earnings (loss) per share	**$ (1.65)**	$ 0.88	$ (0.89)	$ (2.32)	$ (0.54)
Shares used in computing diluted earnings (loss) per share	**18,015**	17,192	11,542	10,687	8,230
Diluted earnings (loss) per share before amortization of acquired intangible assets, acquisition-related and restructuring charges and other charges[2]	**$ 0.72**	$ 1.73	$ (0.67)	$ (2.29)	$ (0.51)
Shares used in computing diluted earnings (loss) per share before amortization of acquired intangible assets, acquisition-related and restructuring charges and other charges	**19,196**	17,192	11,542	10,687	8,230

As of September 30,	**2001**	2000	1999	1998	1997
Total assets	**$703,831**	$519,786	$197,300	$160,143	$181,967
Working capital	**$288,036**	$306,836	$106,803	$105,210	$120,067
Notes payable and revolving credit facilities	**$ 17,122**	$ 16,350	$ 6,183	$ 4,717	$ 4,070
Current portion of long-term debt and capital lease obligations	**$ 392**	$ 524	$ 544	$ 523	$ 1,379
Convertible subordinated notes	**$175,000**	$ —	$ —	$ —	$ —
Long-term debt and capital lease obligations (less current portion) and senior subordinated note	**$ 31**	$ 332	$ 6,732	$ 9,118	$ 6,264
Redeemable convertible preferred stock	**$ —**	$ 2,601	$ 2,481	$ 5,923	$ 15,270
Members' capital	**$ —**	$ —	$ 930	$ 1,134	$ 195
Stockholders' equity	**$424,169**	$415,284	$137,913	$115,794	$127,722

Year ended September 30, 2001	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	$111,391	$111,987	$ 96,814	$ 61,524
Gross profit	$ 50,619	$ 48,866	$ 45,068	$ 7,831
Net income (loss)	$ 5,515	$ (2,592)	$ 518	$ (33,101)
Net income (loss) attributable to common stockholders	$ 5,485	$ (2,622)	$ 488	$ (33,101)
Diluted earnings (loss) per share	$ 0.30	$ (0.15)	$ 0.03	$ (1.76)
Diluted earnings (loss) per share before amortization of acquired intangible assets, acquisition-related and restructuring charges and other charges[2]	$ 0.56	$ 0.39	$ 0.22	$ (0.43)

Year ended September 30, 2000	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	$ 57,632	$ 83,543	$ 92,877	$103,132
Gross profit	$ 28,588	$ 38,880	$ 43,315	$ 49,942
Net income	$ 3,434	$ 2,427	$ 3,322	$ 5,926
Net income attributable to common stockholders	$ 3,404	$ 2,397	$ 3,292	$ 5,896
Diluted earnings per share	$ 0.24	$ 0.15	$ 0.17	$ 0.31
Diluted earnings per share before amortization of acquired intangible assets and acquisition-related charges[2]	$ 0.27	$ 0.43	$ 0.47	$ 0.53

(1) See the footnotes included in Item 6. Selected Financial Data of the enclosed Annual Report on Form 10-K for a more detailed discussion of the financial data presented above.

(2) This measurement is not intended to replace operating income (loss), net income (loss) or basic and diluted earnings (loss) per share as an indicator of operating performance, or to replace cash flow as a measure of liquidity, because this measurement is not a concept under generally accepted accounting principles in the United States. This measurement can be calculated differently from one company to the next, and may not be comparable to that reported by other companies.

President's Letter to *Shareholders*

Fiscal year 2001 was notable for its extremes. It was a year that saw Brooks achieve consecutive quarters of record-breaking revenues in the first half, while the second half proved that we are not immune to the industry slowdown and adverse economic conditions. Through these business cycles, Brooks has succeeded in maintaining a healthy cash position while continuing to execute on our long-term strategy of growth and value. We saw validation of the basic philosophy that we established in 1998—focused diversification across our business—as we gained market share and strengthened our position as a leader in automation solutions for the semiconductor and related industries. Our goal of becoming a billion dollar company became several steps closer to reality through our continued internal growth and strategic acquisitions targeted at achieving critical mass in key areas such as factory management software and 300mm tool and factory automation. Below, I highlight some of our accomplishments in the past year, discuss the challenges that we face in the current environment and emphasize some of the reasons why Brooks is positioned better than ever to serve our customers, shareholders and employees well.

"Brooks' ability to offer more complete, more capable and more integrated solutions provides a compelling value proposition to our customers."

Brooks finished fiscal 2001 with record revenues of $381.7 million, up approximately 13 percent from the previous high of $337.2 million in fiscal 2000. Excluding the impact of acquisitions, we are pleased to report that year-over-year organic growth was approximately 11 percent, as contrasted to the industry's overall contraction during the same period. After nine quarters of consecutive revenue growth, one of the best performances in the industry, revenues declined sequentially in the 3rd and 4th quarters, reflecting a sharp pullback in semiconductor capital spending as well as a material deceleration in global GDP expansion. Net income for fiscal 2001 before amortization of acquired intangible assets ("BAAI") and excluding acquisition-related, restructuring and other charges was $13.7 million, or $0.72 per share on a diluted basis, down from the previous year of $29.8 million, or $1.73 per diluted share. Our book-to-bill ratio at the end of the fiscal year was 0.97, well above the industry norm. Backlog at year end was $102.7 million. Novellus, a terrific customer over the years, became our largest customer this fiscal year at approximately 9.7 percent of total revenue. As we move forward in fiscal 2002, your company is in excellent financial condition, with cash, cash equivalents and marketable securities totaling $329.7 million. All results have been restated herein to reflect the acquisition of Progressive Technologies, Inc. in a pooling of interests transaction effective July 12, 2001.

We accomplished many of our key objectives for the year. In addition to growing our revenue on a year-to-year basis, we believe that we increased market share in all our divisions, especially in the Factory Interface Division, where in just over a year we went from approximately 5 percent market share to 20 percent in fiscal 2001, based on company and industry estimates. Driving this growth was an improvement in the 200mm SMIF business, while we affirmed our market position in sorters and 300mm FOUP load port modules. The Tool Automation Division, with greater than 65 percent market share in vacuum modules and systems, captured a number of new design wins that further solidify its leadership position. The Factory Automation Software Division grew 38 percent from the previous year with its broad offering of best-in-class products as well as integrated solutions that are a part of the FABready Suite. Last year we invested approximately $60 million in R&D aimed at keeping us at the leading edge of innovation.

The industry's transition to 300mm technology continues to be a significant driving force for prospective growth. In fiscal 2001, 300mm business accounted for 30 percent of revenues and 38 percent of bookings, up over two-and-a-half times in revenues and two times in bookings than in fiscal 2000. Even though 300mm customers have been conservative with their capacity spending, they have judiciously invested in qualifying process tools and fab automation hardware and software to get through the high-risk periods of development. The dynamics in the semiconductor industry are highlighting the need for next generation 300mm fabs that incorporate fully automated manufacturing environments. Automation has a direct impact on factory productivity and efficiency and our solutions are becoming more compelling in the current downturn. Our total addressable market per 300mm fab is roughly twice the $75 million targeted per 200mm fab, while our 300mm customer base has been expanded to include major suppliers including Applied Materials and KLA-Tencor as well as several new semiconductor OEMs.

The semiconductor industry's current downturn exceeds in magnitude even that of 1985 and 1986, and recovery in 2002 is apt to be both gradual and back-end loaded. This environment lends itself to industry consolidation and is a period when companies can focus on optimizing internal operations to improve business results. Brooks has taken necessary measures to streamline our cost structure to adjust for these economic conditions through reductions in personnel, consolidation of facilities, adjustment of valuation for inventory and other actions. It has been an opportune time to acquire and integrate other businesses with a focus on broadening our base of products, customers and geographies. We have strengthened our solutions portfolio by acquiring SEMY Engineering, CCS Technologies, eDiagnostics and Progressive Technologies, Inc. We added to our capability of delivering scheduling and dispatching solutions by acquiring SimCon and ASI-Japan, both former distributors of Brooks' APF suite of products. In October 2001, we announced the completion of the acquisitions

of TecSem AG and General Precision, Inc., which broaden our factory automation and mini-environment offerings. Finally, we have announced a definitive agreement to acquire PRI Automation, Inc., which will be the largest acquisition in the history of the automation segment of our industry. Through PRI, we will gain key technologies in the areas of automated material handling systems for wafers and reticles, atmospheric robotics and fab infrastructure support that will blend with our products and services to enhance our ability to deliver complete automation solutions.

"We understand the challenge and we are committed to being the best and fastest growing provider of automation solutions."

As we prepare for an inevitable upturn in the industry, we at Brooks feel better than ever that the execution of our business strategy has improved our growth prospects in the long term. Brooks' ability to offer more complete, more capable and more integrated solutions provides a compelling value proposition to our customers. Our strong balance sheet allows us to continue investing in both the infrastructure necessary to support a larger organization as well as in R&D to drive future growth. We plan to continue making strategic acquisitions that improve our competitive position, reduce our time-to-market and reduce our risk. We have also built what I believe is a talented management team that has been able to achieve success in these difficult industry conditions. The end result is that Brooks will be prepared to ramp up quickly with leading-edge products to serve the semiconductor industry's needs as it moves to next generation technologies built around 300mm wafers, finer design rules and new materials. Each technology node offers an opportunity for share gain, and we have positioned Brooks Automation to emerge from the current downturn with a more robust product portfolio and subsequently greater market share opportunities.

In summary, we believe the other side of this industry downturn represents a major opportunity for the Company and its shareholders. It's my personal opinion that you need to be swift, you need to get it right, you need to be well coordinated and you need to be a low-cost producer to have a sustainable business model in this industry, otherwise, you risk becoming an also-ran company. We understand the challenge and we are committed to being the best and fastest growing provider of automation solutions, which is one of the fastest growing segments of the semiconductor capital equipment market. The formula for success at Brooks has not changed: it is still all about the best people, products and processes, and I believe that we are in fine shape in all these areas.

I would like to thank our shareholders for entrusting us with your capital, our customers for their confidence and business, and our employees for accomplishing what we said we would do and more.

Respectfully,

Robert J. Therrien

Robert J. Therrien
President and CEO

Corporate Information

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and President
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Roger D. Emerick
Board Member

Juergen Giessmann
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STOCK LISTING

The Company's common stock is traded in the Over-the-Counter Market under the symbol "BRKS" and quoted on the Nasdaq National Market®. As of December 19, 2001 there were 356 holders of record of the Company's common stock.

DIVIDENDS

The Company has not paid cash dividends on its common stock and currently intends to retain earnings to finance future growth. The Company does not anticipate paying cash dividends in the foreseeable future.

INVESTOR RELATIONS

Electronic copies of the 2001 Annual Report and the 2002 Annual Meeting Proxy Statement are available online in the Investor Relations section of the Company's website: http://investor.brooks.com

Electronic copies of quarterly earnings reports, 10-Q's and recent news releases may also be found at the same online location.

Printed copies of investor packages, quarterly earnings reports and recent news releases are also available. Call, write, fax or e-mail:

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