

BRUKER CORP  
Form DEF 14A  
April 11, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
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**Brucker Corporation**

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(Name of Registrant as Specified In Its Charter)

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**BRUKER CORPORATION**  
**40 Manning Road**  
**Billerica, MA 01821**  
**(978) 663-3660**

Dear Stockholder:

On behalf of the board of directors and management of Bruker Corporation, I would like to invite you to attend our Annual Meeting of Stockholders to be held on Thursday, May 12, 2011 at 9:00 a.m., Local Time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts.

The Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the formal business to be conducted at the meeting, and Proxy Card, accompany this letter. The Company's Annual Report to Stockholders is also enclosed for your information.

All Stockholders are invited to attend the Meeting. To ensure your representation at the Meeting, however, you are urged to vote by proxy by completing, dating and returning the enclosed Proxy Card. A postage-paid envelope is enclosed for that purpose. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before the Stockholders is important.

I look forward to your participation and thank you for your continued support.

Sincerely,

**Frank H. Laukien, Ph.D.**  
Chairman, President and Chief Executive Officer

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**BRUKER CORPORATION  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

To Our Stockholders:

Notice is hereby given that the Annual Meeting of the Stockholders of Bruker Corporation will be held on May 12, 2011, at 9:00 a.m., Local Time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts, for the following purposes:

1. To elect the five Class II nominees for director named in the accompanying proxy statement to hold office until the 2014 Annual Meeting of Stockholders.
2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2011.
3. To hold an advisory vote to approve compensation paid to our named executive officers.
4. To hold an advisory vote regarding the frequency of future advisory votes on executive compensation.
5. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The board of directors has fixed the close of business on March 31, 2011 as the record date for the determination of stockholders entitled to notice of and to vote at this Annual Meeting and at any adjournment or postponement thereof.

By order of the board of directors

**Frank H. Laukien, Ph.D.**  
Chairman, President and Chief Executive Officer

Billerica, Massachusetts  
April 11, 2011

All stockholders are invited to attend the meeting. Whether or not you plan to attend, you can ensure that your shares are represented at the meeting by promptly voting and submitting your proxy by telephone or by the internet, or by completing, dating and returning the enclosed Proxy Card in the enclosed postage-paid envelope. Your shares cannot be voted unless you vote by telephone or internet, date, sign and return the enclosed Proxy Card, or attend the meeting in person. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before the stockholders is important. Even if you have given your proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you will not be permitted to vote in person at the meeting unless you first obtain a proxy issued in your name from the record holder.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 12, 2011:**

**This Proxy Statement and the accompanying Annual Report are available via the Internet at: <http://ir.bruker.com>**

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**BRUKER CORPORATION  
PROXY STATEMENT**

This proxy statement and the enclosed proxy card are furnished in connection with the solicitation of proxies by the board of directors of Bruker Corporation (the "Company") for use at the 2011 Annual Meeting of Stockholders (the "2011 Annual Meeting") to be held on May 12, 2011, at the time and place set forth in the notice of the meeting and at any adjournments thereof. The approximate date on which this proxy statement and form of proxy are first being sent to stockholders is April 11, 2011.

The holders of a majority in interest of all of the Company's common stock, par value \$.01 per share ("Common Stock") issued, outstanding and entitled to vote are required to be present in person or be represented by proxy at the 2011 Annual Meeting in order to constitute a quorum for the transaction of business. Each share of Common Stock outstanding on the record date will be entitled to one vote on all matters.

For Proposal No. 1, the five candidates for election as directors at the 2011 Annual Meeting who receive the highest number of affirmative votes will be elected. For Proposal No. 2, the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2011, and Proposal No. 3, the non-binding, advisory vote regarding the compensation of the Company's named executive officers, the affirmative vote of holders of a majority of the shares of Common Stock represented in person or by proxy and entitled to vote on the proposal will be required for approval. For Proposal No. 4, the non-binding, advisory vote regarding the frequency of the stockholder advisory vote to approve the compensation of the Company's named executive officers, the frequency that receives the highest number of votes will be deemed to be the non-binding recommendation of the Company's stockholders.

Because abstentions with respect to any matter are treated as shares present or represented and entitled to vote for the purposes of determining whether that matter has been approved by the stockholders, abstentions have the same effect as negative votes for each proposal other than the election of directors and the advisory vote on the frequency of future advisory votes on executive compensation. The vote on frequency of future advisory votes on executive compensation asks stockholders to express a preference for one of three choices for future advisory votes on executive compensation: every year, every other year, or every three years. For purposes of the advisory vote on frequency of future advisory votes on executive compensation, abstentions have the same effect as not expressing a preference.

If the enclosed proxy card is properly executed and returned, it will be voted in the manner instructed by the stockholder. If a proxy card is properly submitted but contains no instructions, the shares represented thereby will be voted FOR all nominees for director in Proposal No. 1, FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2011 in Proposal No. 2, FOR approval of the non-binding, advisory vote regarding the compensation of the Company's named executive officers in Proposal No. 3 and in favor, on a non-binding, advisory basis, of every three years as the frequency of the stockholder advisory vote to approve the compensation of the Company's named executive officers in Proposal No. 4. In addition, if other matters come before the meeting, the persons named in the accompanying proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. Any person signing the enclosed form of proxy has the power to revoke it by voting in person at the meeting or by giving written notice of revocation to the Secretary of the Company at any time before the proxy is exercised. Please note, however, that if your shares are held of record by a broker, bank or nominee and you wish to vote at the meeting, you will not be permitted to vote in person unless you first obtain a proxy issued in your name from the record holder.

If shares are held in the "street name" of a broker or other nominee, the broker or nominee may not be permitted to exercise voting discretion with respect to certain of the proposals to be acted upon. If the broker or nominee is not given instructions as to how to vote such shares, the broker has authority under New York Stock Exchange rules to vote those shares for or against "routine" matters,

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such as the ratification of accounting firms. Brokers cannot vote on their customers' behalf on "non-routine" proposals such as the election of directors, approval of the advisory vote on the compensation of the Company's named executive officers, and the advisory vote on the frequency of voting on the compensation of the Company's named executive officers. These rules apply notwithstanding the fact that shares of the Company's Common Stock are traded on the NASDAQ Global Select Market. If the brokerage firm lacks discretionary voting power with respect to an item that is not a routine matter and you do not provide voting instructions (a "broker non-vote"), such shares will be counted for purposes of establishing a quorum to conduct business at the 2011 Annual Meeting, but will not be counted for purposes of determining whether stockholder approval of any particular matter has been obtained.

The Company will bear the cost of the solicitation. Although it is expected that the solicitation will be primarily by mail, regular employees or representatives of the Company (none of whom will receive any extra compensation for their activities) may also solicit proxies by telephone, telecopier and in person and arrange for brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to their principals at the expense of the Company.

The Company's 2010 Annual Report, including the Company's audited financial statements for the fiscal year ended December 31, 2010, is being mailed to stockholders concurrently with this proxy statement.

The Company's principal executive offices are located at 40 Manning Road, Billerica, Massachusetts 01821, and our telephone number is (978) 663-3660.

#### **RECORD DATE AND VOTING SECURITIES**

Only stockholders of record at the close of business on March 31, 2011 are entitled to notice of and to vote at the meeting. On March 31, 2011, the Company had outstanding and entitled to vote 165,479,053 shares of Common Stock. Each outstanding share of Common Stock entitles the record holder to one vote. Broadridge Financial Solutions, Inc. will tabulate all votes that are received prior to the date of the Annual Meeting. The inspector of elections, who will be one of our employees or one of our attorneys, will receive Broadridge's tabulation, tabulate all other votes, and certify the voting results.

#### **CORPORATE INFORMATION**

Bruker Corporation was incorporated in Massachusetts as Bruker Federal Systems Corporation. In February 2000, we reincorporated in Delaware as Bruker Daltonics Inc. In July 2003, we merged with Bruker AXS Inc., and we were the surviving corporation in that merger. In connection with that merger, we changed our name to Bruker BioSciences Corporation and formed two operating subsidiaries, Bruker Daltonics and Bruker AXS, into which we transferred substantially all of their respective assets and liabilities, except cash. In July 2006, we acquired Bruker Optics Inc., also a company under common control. In February 2008, we acquired the Bruker BioSpin group of companies, which we sometimes refer to as the Bruker BioSpin Group, also a group of companies under common control. In connection with the Bruker BioSpin acquisition, we changed our name to Bruker Corporation. Our five principal operating segments are Bruker BioSpin, Bruker Daltonics, Bruker MAT, Bruker Optics, and Bruker Energy & Supercon Technologies, or BEST.

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

The first proposal on the agenda for the 2011 Annual Meeting is the election of Stephen W. Fesik, Dirk D. Laukien, Richard M. Stein, Charles F. Wagner, Jr. and Bernhard Wangler to serve as Class II directors for a three-year term beginning at the 2011 Annual Meeting and ending at our 2014 Annual Meeting of Stockholders or until a successor has been duly elected and qualified. The Company's Certificate of Incorporation, as amended, provides that the board of directors shall consist of three classes of directors with overlapping three-year terms. One class of directors is to be elected each year for a three-year term. Directors are assigned to each class in accordance with a resolution or resolutions adopted by the board of directors, each class consisting, as nearly as possible, of one-third the total number of directors. There are currently thirteen members of our board of directors, consisting of four Class I directors, five Class II directors and four Class III directors.

At the 2011 Annual Meeting, five nominees will be elected as Class II directors to serve for a term expiring at the 2014 Annual Meeting of Stockholders. The directors in each of Class I and Class III are serving terms expiring at the Company's Annual Meeting of Stockholders in 2013 and 2012, respectively.

All of the nominees for Class II director, Stephen W. Fesik, Dirk D. Laukien, Richard M. Stein, Charles F. Wagner, Jr. and Bernhard Wangler, are currently Class II directors. All nominees were unanimously approved by our board of directors, including unanimous approval by our independent directors, upon the unanimous recommendation of the Nominating Committee, which is comprised of three independent directors.

Unless marked otherwise, proxies received will be voted **FOR** the election of each of the five nominees for the office of director. If any such nominee is unwilling or unable to serve as a nominee for the office of director at the time of the 2011 Annual Meeting, the proxies may be voted either (1) for a substitute nominee who shall be designated by the present board of directors to fill such vacancy or (2) for the other nominees only, leaving a vacancy. Alternatively, the size of the board of directors may be reduced so that there is no vacancy. The board of directors has no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

**The Board of Directors recommends a vote FOR the election of each of the nominees for Director.**

**Certain Information Regarding Directors and Nominees**

The biographies of each of the nominees and continuing directors below contain information regarding each person's service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the board of directors to determine that the person should serve as a director of the Company in 2011.

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### Nominees for Election to a Three-Year Term Expiring at the 2014 Annual Meeting

**Stephen W. Fesik, Ph.D.**

Age 57

Director Since 2008

Dr. Fesik is currently a Professor in the Department of Biochemistry at Vanderbilt University School of Medicine. He is also a member of the Vanderbilt Ingram Cancer Center, the Institute of Chemical Biology and the Center for Structural Biology. Prior to joining the Vanderbilt faculty in May 2009, Dr. Fesik was the Divisional Vice President of Cancer Research of Abbott Laboratories, a global, broad based health care company. Dr. Fesik joined Abbott Laboratories in 1983 and served in various research and scientific capacities. From 2003 to 2006, Dr. Fesik served as a member of the Scientific Advisory Board of the Bruker BioSpin Group. In 2003 he was awarded a lifetime achievement award in nuclear magnetic resonance by the Eastern Analytical Society and also was named a Distinguished Research Fellow of Abbott Laboratories' Volwiler Society. Dr. Fesik has received numerous awards for his scientific research and scholarship and currently serves on a number of research and scientific advisory boards. Dr. Fesik has also served on the board of directors of Inhibikase Therapeutics, a private biotechnology firm, since December 2010. Dr. Fesik holds a Ph.D. in Medicinal Chemistry from the University of Connecticut and has postdoctoral training at Yale University. Dr. Fesik brings both scientific and executive expertise to the board, with extensive research and advisory experience across multiple sectors, including various corporate, academic and institute laboratories. Dr. Fesik serves on the Company's Compensation Committee.

**Dirk D. Laukien, Ph.D**

Age 47

Director Since 2008

Dr. Dirk Laukien is a Senior Scientific Fellow of the Company. Prior to February 1, 2010, Dr. Dirk Laukien also served as Co-Chief Executive Officer of the worldwide Bruker BioSpin Group. Additionally, until November 11, 2009, he served as a Senior Vice President of the Company, President and Chief Executive Officer of Bruker Optics, co-President of Bruker BioSpin Corporation and as a director of various Company subsidiaries. Prior to our acquisition of Bruker Optics in July 2006, he served as President of Bruker Optics. Dr. Dirk Laukien is the half brother of Dr. Frank Laukien, a director of the Company as well as the Company's President and CEO, and Joerg Laukien, a director of the Company and executive officer of Bruker BioSpin. Dr. Dirk Laukien received his B.A. in Physics from Brandeis University and a Ph.D. in Physics from Tufts University. Dr. Dirk Laukien brings both extensive scientific and executive experience to the board, with strong management skills and knowledge of the Company's key technologies and markets.

**Richard M. Stein**

Age 59

Director Since 2000

Mr. Stein has served as the Company's secretary since 2000. Mr. Stein has been a partner with Nixon Peabody LLP, a law firm, or a predecessor entity, Hutchins, Wheeler & Dittmar, since January 1993. Mr. Stein holds a B.A. degree from Brandeis University and a J.D. from Boston College Law School. He has extensive experience in corporate and securities law and corporate governance matters.



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**Charles F. Wagner, Jr.**

Age 43

Director Since 2010

Mr. Wagner has served as a director since August 2010. Since November 2010, Mr. Wagner has served as Executive Vice President of Finance and Administration and Chief Financial Officer of Progress Software Corporation, a leading provider of enterprise software located in Bedford, Massachusetts. Prior to joining Progress Software, Mr. Wagner served as Vice President and Chief Financial Officer of Millipore Corporation, a global provider of products and services in the life science tools market, from 2007 until July 2010, when Millipore was acquired by Merck KGaA. Mr. Wagner joined Millipore in 2002 and from 2003 to 2007 served as Vice President, Strategy and Corporate Development. From 1997 to 2002, he served in various roles at Bain & Company after having served as Manager, Accounting Analysis, at Millipore from 1995 to 1996 and as Manager at Coopers & Lybrand from 1990 to 1995. Mr. Wagner also serves as a director of Bruker Energy & Supercon Technologies, Inc., where he is a member of the Audit Committee. Mr. Wagner holds a B.S. from Boston College and a M.B.A. from Harvard Business School. Mr. Wagner brings to the board considerable financial and management experience with publicly-traded companies, as well as expertise in financial analysis and strategic planning and development. Mr. Wagner is a financial expert on the Company's Audit Committee.

**Bernhard Wangler**

Age 60

Director Since 2000

Mr. Wangler has been a German tax consultant and principal partner with Kanzlei Wangler in Karlsruhe, Germany since July 1983. He has been a Certified Public Accountant in Germany since 1984. Mr. Wangler holds a Master of Economics and Commerce degree and an M.B.A. from the University of Mannheim, Germany. Mr. Wangler has extensive experience in strategic planning and international tax and finance matters.

### **Directors Continuing in Office until the 2012 Annual Meeting**

**Tony W. Keller, Ph.D.**

Age 74

Director Since 2008

Dr. Keller currently serves as vice-chairman of the board of Bruker BioSpin AG, president of the board of Bruker BioSpin Invest AG, and as a director of Bruker Energy & Supercon Technologies, Inc. In addition, since April 2010 Dr. Keller has served as honorary chairman of the Bruker BioSpin Group, where from February 2008 through March 2010 he had served as executive chairman. Prior to 2008, Dr. Keller was co-CEO of the Bruker BioSpin Group and served in that capacity for more than five years. Dr. Keller joined Bruker BioSpin in 1964 with the establishment of Spectrospin AG, and served the Bruker BioSpin Group in a variety of capacities until his retirement in March 2010. Dr. Keller holds honorary doctorates from the Technical University of Berlin, the University of Queensland and from the University of Florence. Dr. Keller brings extensive management and executive experience within the Company to the board, as well as deep knowledge of the Company's international operations.

**Richard D. Kniss**

Age 70

Director Since 2003

Mr. Kniss joined the Company's board of directors in July 2003 in connection with the merger of Bruker Daltonics and Bruker AXS, having served on the Bruker AXS board of directors since June 2001. Mr. Kniss was Senior Vice President and General Manager for Agilent Technologies, Chemical Analysis Group, a producer of gas and liquid chromatographs, mass spectrometers and spectrophotometers, from August 1999 until March 2001. Prior to the spin-off of Agilent from the Hewlett Packard Company, from 1995 to 1999, Mr. Kniss was Vice President and General Manager of the Chemical Analysis Group for Hewlett Packard. From 2004 to 2008, Mr. Kniss served as chairman of the board of directors of AviraDx, Inc. (formerly Arcturus Bioscience, Inc.), a life-science tools company acquired by BioMerieux. Mr. Kniss holds a B.S. from Brown University and a M.B.A. from Stanford University. Mr. Kniss has a strong executive background in the life sciences and analytical instruments industries, as well as experience in corporate governance and public company executive compensation matters. Mr. Kniss is the chairman of the Company's Compensation Committee.

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### **Joerg C. Laukien**

Age 57

Director Since 2005

Mr. Joerg Laukien is the Chief Operating Officer of the Bruker BioSpin Group. Joerg Laukien has been a director and President of Bruker BioSpin MRI, Inc. since 1997 and Managing Director of Bruker BioSpin MRI GmbH since 1998, each of which are subsidiaries of Bruker, and served as Managing Director of Bruker Elektronik GmbH from 1991 until its merger with Bruker BioSpin GmbH in 2010. Additionally, Joerg Laukien currently serves as Executive Chairman of the board of directors of Bruker BioSpin Corporation and as a director of Bruker Energy & Supercon Technologies, Inc. Joerg Laukien is the brother of Dr. Frank Laukien, the Chairman, President and Chief Executive Officer of the Company and the half-brother of Dr. Dirk Laukien, a director of the Company. Mr. Laukien holds a B.A. from the Verwaltungs- und Wirtschafts-Akademie in Karlsruhe, Germany. Mr. Laukien brings extensive executive experience within the Company to the board, as well as experience in financial and strategic planning.

### **William A. Linton**

Age 63

Director Since 2000

Dr. Linton serves as the lead director of our board of directors and is a member of the Company's Nominating Committee. He was appointed lead director in March 2004 by the independent members of the board of directors. As lead director, Dr. Linton performs the usual responsibilities of a lead director including acting as a liaison between management and the board of directors. Since 1978, Dr. Linton has served as the Chairman and Chief Executive Officer of Promega Corporation, a life science supply company he founded, in Madison, Wisconsin. Dr. Linton received a B.S. degree from University of California, Berkeley in 1970 and an honorary Ph.D. from Hannam University (Korea) in 2004. Dr. Linton has been a director of the Wisconsin Technology Council since 2001, serves as a director of ALSSA (Analytical & Life Science Systems Association), an industry association, and is President of the BioPharmaceutical Technology Center Institute. Dr. Linton brings to the board extensive executive, international operations management, and technical expertise in the life sciences industry, as well as significant experience in strategic planning, corporate governance, and public company executive compensation matters.

### **Directors Continuing in Office until the 2013 Annual Meeting**

### **Wolf-Dieter Emmerich, Ph.D.**

Age 71

Director Since 2007

Dr. Emmerich currently serves as a consultant to Erich Netzsch Holding, the parent company of Netzsch Instruments, a developer and manufacturer of high-precision instruments for thermal analysis and thermophysical properties measurement headquartered in Selb, Germany. Netzsch's products are employed in research and quality control in a range of industrial applications. Dr. Emmerich joined Netzsch Instruments Ltd. in 1970. Dr. Emmerich assumed worldwide responsibility for the Analyzing and Testing business unit in 1980 and was appointed to serve on the Executive Board of the Netzsch Group in 1995. He served the Netzsch Group in a variety of capacities until his retirement in 2005. Dr. Emmerich is also currently serving as a director of Bruker Energy & Supercon Technologies, Inc., where he is the chairman of the Compensation Committee. Dr. Emmerich currently serves as Chairman of the Advisory Board of the ANALYTICA International Trade Fair, a leading European trade show for companies involved in the analysis, laboratory-technology and life-science sectors, and on the board of the Bayreuth University Society. Dr. Emmerich holds a Physicist degree and a Ph.D. in physics from the University of Erlangen-Nuremberg. Dr. Emmerich brings scientific and technical expertise to the board, as well as extensive international business and management experience in the life-science and analytical tools industries. Dr. Emmerich serves on the Company's Compensation and Nominating Committees.

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**Brenda J. Furlong**

Age 63

Director Since 2007

From July 2003 to August 2006, Ms. Furlong served as Managing Director and Head of Fixed Income of Columbia Management Group, the primary investment management division of Bank of America Corporation. Prior to joining Columbia Management, Ms. Furlong was with The Hartford Financial Services Group, where she served as Chief Investment Officer and was President of Hartford Investment Management Company from October 1999 to November 2001, and also served as Senior Vice President Capital Planning & Development from November 1996 to September 1999. From 1979 to December 1995, Ms. Furlong was with ITT Sheraton Corporation, where, from May 1988 to December 1995, she served as Vice President and Treasurer. Ms. Furlong is also currently serving as a director of Bruker Energy & Supercon Technologies, Inc., where she is the chair of the Audit Committee. Ms. Furlong has been a director of Zoo New England since November 2010. Ms. Furlong holds a M.B.A. from Northeastern University, a M.A. in international studies from American University and a B.A. in political science and sociology from Whittier College. Ms. Furlong brings to the board extensive experience in corporate finance, financial analysis and strategic planning. Ms. Furlong is a financial expert and the chairperson of the Company's Audit Committee.

**Frank H. Laukien, Ph.D.**

Age 51

Director Since 1991

Dr. Frank H. Laukien has been the Chairman, President and Chief Executive Officer of the Company since February 1991 and is Bruker's largest shareholder. Dr. Frank Laukien also serves as a director of various subsidiaries of the Company. He served as executive chairman of the former public company Bruker AXS Inc. and its predecessor companies from August 2002 until the merger of Bruker Daltonics Inc. and Bruker AXS Inc. in July 2003. In addition, from October 1997 to August 2002, he served as the Chairman of the Board of Directors and, from October 1997 to March 2000, as the Chief Executive Officer, of Bruker AXS Inc. Until February 2010, Dr. Laukien also served as Co-Chief Executive Officer of the Bruker BioSpin Group. Dr. Frank Laukien is the brother of Joerg C. Laukien, a director of the Company and an executive officer of Bruker BioSpin, and half-brother of Dr. Dirk D. Laukien, a director of the Company and a former executive officer of the Company and various subsidiaries. Dr. Frank Laukien currently serves and has served as a director of ALSSA (Analytical & Life Science Systems Association), an industry association, for several terms in the last ten years, and was ALSSA Chairman from 2002 to 2003. Dr. Frank Laukien holds a B.S. degree from the Massachusetts Institute of Technology, as well as a Ph.D. in chemical physics from Harvard University. Dr. Laukien currently serves as a Trustee of the Rivers School in Weston, Massachusetts, and he is a member of the Dean's Advisory Committee of the MIT School of Science. As the Company's largest shareholder and based on his long history of leading the growth of the Company, he brings to the board the perspective of a significant stakeholder with an in-depth knowledge of all aspects of the Company's operations. He also provides extensive executive experience in organizational management, strategic planning, finance and global business development, as well as the scientific and technical background required for a complete understanding of the Company's key technologies and industry dynamics.

**Richard A. Packer**

Age 53

Director Since 2007

Since November 1999, Mr. Packer has been the Chief Executive Officer and a director of ZOLL Medical Corporation, a publicly-traded manufacturer of resuscitation devices and related software solutions. He served as Chairman of ZOLL from 1999 until November 2010. From 1996 until his appointment as Chairman and Chief Executive Officer in 1999, Mr. Packer served as ZOLL's President, Chief Operating Officer and director. From 1992 to 1996, he served as Vice President of Operations of ZOLL and also served as Chief Financial Officer and Head of North American Sales of ZOLL from 1995 to 1996. Prior to joining ZOLL, Mr. Packer served for five years as Vice President of various functions for Whistler Corporation, a consumer electronics company. Before joining Whistler in 1987, Mr. Packer was a manager with the consulting firm of PRTM/KPMG, specializing in operations of high technology companies. Mr. Packer is the past Chairperson of MassMEDIC, the industry council for Medical Devices in Massachusetts. He currently serves as a board member of the Massachusetts Medical Device Development Center, a University of Massachusetts initiative to incubate medical device companies. Mr. Packer holds a M.B.A. from the Harvard Business School, as well as B.S. and M. Eng. degrees from Rensselaer Polytechnic Institute. Mr. Packer has extensive financial, operations and management experience in the medical devices industry. He also brings to the board significant experience in corporate governance, strategic planning and public company compensation matters. Mr. Packer serves on the Company's Audit Committee and is the chairman of the Company's Nominating Committee.

### **BOARD LEADERSHIP STRUCTURE**

Under our bylaws, the chairman of the Company's board of directors has the power to preside at all meetings of the board. Dr. Frank Laukien, our Chief Executive Officer and President, serves as the Chairman of our board of directors and has done so throughout the time we have been a public company. Although the board believes that the combination of the Chairman and Chief Executive Officer roles is appropriate in the current circumstances, the board does not have a fixed policy regarding the combination or separation of the offices of Chairman and Chief Executive Officer. Our board of directors believes that it should have the flexibility to make these determinations at any given point in time in the way that it considers best to provide appropriate leadership for the Company at that time.

The Chief Executive Officer is appointed by our board to manage the Company's daily affairs and operations. Dr. Frank Laukien's extensive industry knowledge and long history of direct involvement in the Company's operations make him best suited to serve as Chairman in order to (i) lead the board in productive discussions on important matters affecting the Company; (ii) create a firm link between management and the board and promote the development and implementation of corporate strategy; (iii) determine necessary and appropriate agenda items for meetings of the board with input from the independent lead director and board committee chairpersons; and (iv) determine and manage the amount of time and information devoted to discussion and analysis of agenda items and other matters that may come before the board. Additionally, his significant equity ownership, at over 23% of the outstanding shares of the Company's common stock, means that he has a close and direct alignment of interests with the interests of our other shareholders.

While we believe that having a unified Chairman and Chief Executive Officer is appropriate and in the best interests of the Company and its shareholders at this time, our board structure also fosters strong oversight by independent directors. Since 2004, an independent lead director has been appointed by the independent directors to ensure an independent leadership contact. The lead director's responsibilities include: (i) consulting with the Chairman regarding agenda items for board meetings; (ii) chairing executive sessions of the independent directors; (iii) calling executive sessions of the independent directors of the board and advising the Chairman and Chief Executive Officer of actions or deliberations at such sessions; (iv) acting as a liaison between the independent directors and the full board, as necessary; and (v) establishing, in consultation with the Chairman and Chief Executive Officer and any appropriate board committees, procedures to govern the board's work, ensuring that the board of directors is appropriately approving strategy and supervising management's progress. Dr. William Linton has served in the role of lead director since the position was established in 2004. The Chairman and Chief Executive Officer consults periodically with the lead director on governance matters and on issues facing the Company. In addition, the lead director serves as the principal liaison between the Chairman and the independent directors and presides at executive sessions of independent directors at regularly scheduled in-person board meetings. The board of directors believes that this approach appropriately and effectively complements the Company's combined Chairman and Chief Executive Officer.

### BOARD MEETINGS, COMMITTEES AND COMPENSATION

There are thirteen members of our board of directors. Seven of our directors, namely Wolf-Dieter Emmerich, Stephen W. Fesik, Brenda J. Furlong, Richard D. Kniss, William A. Linton, Richard A. Packer, and Charles F. Wagner, Jr. meet the independence requirements of the NASDAQ Stock Market LLC, or NASDAQ, listing standards.

During fiscal year 2010, the board of directors of the Company held seven meetings. Each director attended at least 75 percent of the total number of meetings of the board of directors and board committees of which he or she was a member in 2010. It is the policy of our board of directors that at least two directors, including at least one independent director, attend our Annual Meeting, either in person or by telephonic conference. Three directors attended our 2010 Annual Meeting. As described below, the board of directors has an Audit Committee, a Compensation Committee and a Nominating Committee.

**Audit Committee.** The Audit Committee of the board of directors is currently comprised of Brenda J. Furlong, Richard A. Packer, and Charles F. Wagner, Jr., each of whom satisfy the applicable independence requirements of the rules and regulations of the SEC and NASDAQ. Under these rules, we are required to have an Audit Committee consisting of at least three independent members. The Audit Committee met four times during the 2010 fiscal year. Each of Ms. Furlong, Chair of the Audit Committee, and Mr. Wagner qualifies as an audit committee financial expert pursuant to applicable SEC rules and regulations.

The Audit Committee provides assistance to the board of directors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting and internal control functions of the Company and its subsidiaries. The Audit Committee works extensively with the independent auditors, pre-approves all audit and non-audit services provided to the Company by its independent auditors, reviews the performance of the independent auditors and replaces or terminates the independent auditors when circumstances warrant. The Audit Committee is also charged with establishing and monitoring procedures for (i) the receipt, retention or treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential submission by the Company's employees of concerns regarding questionable accounting or auditing matters. None of the members of the Audit Committee has participated in the preparation of any financial statements of the Company at any time during the last three fiscal years.

The Audit Committee's charter is available on the Company's website at <http://ir.bruker.com> under the "Corporate Governance" section.

**Compensation Committee.** The Compensation Committee, which is comprised of Wolf-Dieter Emmerich, Stephen W. Fesik and Richard D. Kniss, all of whom meet the independence requirements of the NASDAQ Listing Rules, met six times during the 2010 fiscal year. Mr. Kniss is the Chairman of the Compensation Committee. The Compensation Committee (i) administers the Company's stock option plan; (ii) determines the chief executive officer's salary, bonus, and equity based compensation; (iii) oversees the executive compensation program for the Company's other executive officers; and (iv) determines such compensation, reviews general policy matters relating to compensation and employee benefits and makes recommendations concerning these matters to the board of directors. From time to time, the Company expects that various of its senior executive officers will provide analysis and recommendations to the Compensation Committee on compensation issues, as requested by the Compensation Committee. In particular, the Chief Executive Officer annually evaluates the performance of the Chief Financial Officer and the Chief Operating Officer and makes recommendations to the Compensation Committee regarding the compensation of these executive officers. The Compensation Committee reviews these performance evaluations and recommendations and, if the Committee deems appropriate, adopts the recommendations with little to no change. Our Chief Executive Officer, Chief Financial Officer and the Director of Human Resources may routinely attend meetings of the Compensation Committee to provide information relating to matters the Compensation Committee is considering. The Compensation Committee may, from time to time, meet in executive session without any executive officers present. The Compensation Committee's charter is available on the Company's website at <http://ir.bruker.com> under the "Corporate Governance" section.

**Nominating Committee.** The Nominating Committee, which is comprised of Wolf-Dieter Emmerich, William A. Linton and Richard A. Packer, all of whom meet the independence requirements of the NASDAQ Listing Rules, was established by the board of directors in May 2010. Mr. Packer is the Chairman of the Nominating Committee. The purpose of the Nominating Committee is to assist the board in identifying and recruiting individuals qualified to become board members, consistent with criteria approved by the board, and to recommend to the board nominees for election to the office of director at the next annual meeting of stockholders, or for election to fill any vacancies between annual meetings. While the board of directors retains responsibility for selecting nominees and recommending them for election by the Company's stockholders, the Nominating Committee is responsible for developing and implementing a process to identify qualified and willing candidates for recommendation to the board. The Nominating Committee is assisted by non-voting advisors from our board, including Dr. Frank Laukien, our Chairman, President, CEO and largest stockholder, and Mr. Joerg Laukien, a director and significant stockholder. The role of the advisors is to provide input to the Nominating Committee from major shareholders of the Corporation. The Nominating Committee's charter is available on the Company's website at <http://ir.bruker.com> under the "Corporate Governance" section.

The Nominating Committee did not meet during fiscal year 2010. The Nominating Committee met twice in March 2011 and unanimously recommended the current slate of nominees for director to the full board of directors.

## DIRECTOR NOMINATIONS

On March 3, 2004, the Company adopted a policy by board resolution governing the nomination of directors, according to which the full board of directors approves all nominees for board membership. All nominees must also be approved by a majority of the Company's independent directors. Upon recommendation of the Nominating Committee, the qualifications of candidates will be reviewed by at least a majority of the independent directors of the Company, as well as the full board of directors. Stockholders may recommend director candidates for inclusion by the board of directors in the slate of nominees which the board recommends to stockholders for election as described below.

The process followed to identify and evaluate potential candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by the members of the Nominating Committee, the independent directors and the board. The Nominating Committee, the independent directors and the board are each authorized to retain advisers and consultants and to compensate them for their services. No such advisers or consultants were retained for this purpose during fiscal year 2010.

The Company does not have a formal policy with regard to the consideration of diversity in identifying director nominees, but strives to identify and recruit director candidates with a variety of complementary skills so that, as a group, the board will possess the appropriate talent, skills and expertise to oversee the Company's business. When considering a potential director candidate, the Nominating Committee evaluates the entirety of each candidate's experience and qualifications. The Nominating Committee looks for personal and professional integrity, demonstrated ability and judgment and business experience.

In considering whether to recommend any candidate for inclusion in the board's slate of recommended director nominees, the board and the independent directors apply the criteria which are set forth in a resolution of the board approved and adopted on March 3, 2004.

These criteria include, but are not limited to, the following:

experience in aspects of business or technology relevant to the Company's business;

sufficient time available to devote to the affairs of the Company;

character and integrity;

ability to represent the best interests of stockholders as a whole rather than special interest groups;

willingness to participate actively as a board member; and

communication, decision-making and interpersonal skills.

The board and the independent directors may also consider the following for some of the director nominees:

experience serving as a director of a public company;

familiarity with corporate governance issues;

independence, as determined in accordance with SEC rules and regulations and NASDAQ listing standards;

experience in running a comparable company or division of a comparable company;

insight into the Company, its strategy, business model, operations, and financials;

knowledge of industry trends and markets; and



qualification as an "audit committee financial expert" to serve on the Audit Committee in accordance with SEC and NASDAQ definitions.

In evaluating candidates recommended by the Nominating Committee, the board and the independent directors do not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the board to fulfill its responsibilities.

Although the Company does not have a specific policy with respect to the nomination of directors by stockholders, the Nominating Committee will consider nominations made by stockholders. The Company believes that it is not necessary to have a policy for director nominations by stockholders because the board of directors, including the Nominating Committee and the independent directors, is able to effectively locate and evaluate potential candidates for nomination to the board of directors due to the directors' intimate knowledge of the Company and the life science industry. However, stockholders may communicate directly with the Nominating Committee of the board of directors by written communication submitted to Richard M. Stein at the address set forth below under "Stockholder Communications." Mr. Stein shall be primarily responsible for monitoring the communications and providing summaries or copies of such communications to the Nominating Committee or the board of directors as he deems appropriate, and, as described below, will submit communications to the Nominating Committee or the board of directors, as appropriate, relating to corporate governance matters and long-term corporate strategy. Stockholders may use this process to suggest potential nominations to the board of directors. Such suggested nominations shall be forwarded to the Nominating Committee and the proposed candidates shall be evaluated using substantially the same process and applying the same criteria as used and applied in evaluating candidates submitted by board members. Nominations must be received by the Company within the timeframe set forth herein under "Time for Submission of Stockholder Proposals."

At the 2011 Annual Meeting, stockholders will be asked to consider the re-election of Stephen W. Fesik, Dirk D. Laukien, Richard M. Stein, Charles F. Wagner, Jr. and Bernhard Wangler to serve as Class II directors, all of whom are standing for election following the unanimous recommendation for nomination first by the Nominating Committee, and then by the full board of directors, including the unanimous approval of all of the Company's independent directors.

#### **ROLE OF THE BOARD IN RISK OVERSIGHT**

Our board of directors considers general oversight of the Company's risk management efforts to be a responsibility of the entire board. The board's role in risk oversight includes receiving regular reports from members of senior management on areas of material risk to the Company, or to the success of a particular project or endeavor under consideration, including operational, financial, legal and regulatory, strategic and reputational risks. The full board of directors, or the Audit Committee in the case of financial and compliance risks that are within the oversight of the Audit Committee, receives these reports from members of management to enable the board or the Audit Committee to understand the Company's risk identification, risk management, and risk mitigation strategies. When a report is evaluated at the Audit Committee level, the chairperson of the Audit Committee subsequently reports on the matter to the full board to ensure coordination of the board's risk oversight activities. Our board of directors also believes that risk management is an integral part of our strategic planning process, which addresses, among other things, the risks and opportunities facing the Company.

**COMPENSATION OF DIRECTORS**

We pay the non-employee members of our board of directors a mix of cash and share-based compensation based on the determination of the Compensation Committee. Employee directors, including Dr. Frank Laukien, Dr. Dirk Laukien and Mr. Joerg Laukien, receive compensation only as employees of the Company and receive no additional compensation for service as a director. Dr. Tony Keller, who retired effective March 31, 2010, receives compensation for his ongoing service to the Bruker BioSpin Group and receives no additional cash compensation as a director of the Company. Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board or committees thereof.

**Components of Director Compensation**

During 2010, directors other than the employee directors and Dr. Tony Keller were paid cash compensation according to the following schedule:

|                                    |           |
|------------------------------------|-----------|
| <b>Annual Retainer:</b>            |           |
| Board Service                      | \$ 26,000 |
| Audit Committee Service            | \$ 18,000 |
| Audit Committee Chair              | \$ 10,000 |
| Compensation Committee Service     | \$ 8,000  |
| Compensation Committee Chair       | \$ 5,000  |
| Attendance Fees per Board meeting: | \$ 1,500  |

In addition to the cash component of director compensation, share-based awards are made annually to non-employee directors as a component of their compensation. On January 5, 2010, the Company granted each non-employee director, other than Mr. Richard Stein, an annual equity award consisting of an option to purchase 6,000 shares of common stock. The 2010 option grants vest ratably in annual installments over three years on the anniversary of the grant date, beginning on January 5, 2011. On January 5, 2011, annual equity awards were granted to all non-employee directors other than Mr. Stein. The 2011 grants to non-employee directors again consisted of an option to purchase 6,000 shares of common stock. The 2011 grants vest ratably in annual installments over three years on the anniversary of the grant date, beginning on January 5, 2012.

Dr. Wolf-Dieter Emmerich, Ms. Brenda Furlong, Dr. Tony Keller, Dr. Frank Laukien, Mr. Joerg Laukien, and Mr. Charles F. Wagner, Jr. also serve as members of the board of directors of Bruker Energy & Supercon Technologies, Inc. ("BEST"), a wholly-owned subsidiary of the Company. As non-employee directors of BEST, Dr. Emmerich, Ms. Furlong and Mr. Wagner are each entitled to receive \$15,000 as an annual retainer, payable in four equal quarterly installments per annum, as well as meeting fees of \$1,000 per meeting attended. Dr. Emmerich receives additional compensation of \$7,500 per year for service as chair of the Compensation Committee of the BEST board of directors. For his service as a BEST director and chair of the BEST Compensation Committee, which began in March 2010, Dr. Emmerich received a pro-rated portion of the 2010 annual retainer and Compensation Committee compensation. Ms. Furlong receives additional compensation of \$10,000 per year for service as chair of the Audit Committee of the BEST board of directors. Mr. Wagner receives additional compensation of \$10,000 per year for service on the Audit Committee of the BEST board of directors. For his service as a BEST director and member of the BEST Audit Committee, which began in June 2010, Mr. Wagner received a pro-rated portion of the 2010 annual retainer and Audit Committee compensation. In April 2010, Dr. Emmerich was granted options to purchase 10,000 shares of BEST common stock upon his election to the BEST board. Additionally, as newly-appointed chair of the BEST Compensation Committee, in July 2010 Dr. Emmerich received options to purchase an additional 5,000 shares of BEST common stock. Mr. Wagner was also granted options to purchase 10,000 shares of BEST common stock in July 2010 in connection with his election to the BEST board.

The 2010 BEST option grants vest ratably in annual installments over three years on the anniversary of the grant date, beginning in 2011.

The following table provides information concerning the compensation paid by us to each of our non-employee directors for the fiscal year ended December 31, 2010. The compensation received by Dr. Frank Laukien, our President and Chief Executive Officer, is shown in the 2010 Summary Compensation Table on page 31 of this proxy statement. The compensation paid to each of Dr. Dirk Laukien and Mr. Joerg Laukien as employees of the Company, as well as to Dr. Keller for his service to the Bruker BioSpin Group, is described under the heading "Transactions with Related Persons" beginning on page 34 of this proxy statement.

**2010 Director Compensation Table**

| <b>Name</b>               | <b>Fees Earned<br/>or Paid in Cash</b> | <b>Option Awards(1)</b> | <b>Total</b> |
|---------------------------|--|-------------------------|--------------|
| Collin J. D'Silva(2)      | \$ 277,354                             | \$ 819,420              | \$ 1,096,774 |
| Wolf-Dieter Emmerich(3)   | \$ 71,625                              | \$ 150,420              | \$ 222,045   |
| Stephen W. Fesik          | \$ 44,500                              | \$ 45,420               | \$ 89,920    |
| Brenda J. Furlong(4)      | \$ 97,500                              | \$ 45,420               | \$ 142,920   |
| Richard D. Kniss          | \$ 49,500                              | \$ 45,420               | \$ 94,920    |
| William A. Linton         | \$ 35,000                              | \$ 45,420               | \$ 80,420    |
| Richard Packer            | \$ 54,500                              | \$ 45,420               | \$ 99,920    |
| Richard M. Stein          | \$ 36,500                              |                         | \$ 36,500    |
| Charles F. Wagner, Jr.(5) | \$ 34,674                              | \$ 93,150               | \$ 127,824   |
| Bernhard Wangler          | \$ 36,500                              | \$ 45,420               | \$ 81,920    |

(1) Reported amounts reflect the grant date fair value of stock options granted to each director in 2010, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Assumptions used in the calculations of these amounts may be found in Note 2 to our 2010 audited financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 1, 2011. The actual amount realized by the director will likely vary based on a number of factors, including our performance, stock price fluctuations and applicable vesting.

As of December 31, 2010, the non-employee directors held the following aggregate vested and unvested options to purchase common stock of the Company:

| <b>Name</b>               | <b>Number of<br/>Vested Options</b> | <b>Number of<br/>Unvested Options</b> |
|---------------------------|-------------------------------------|---------------------------------------|
| Collin J. D'Silva(1)      | 23,190                              | 112,060                               |
| Wolf-Dieter Emmerich(2)   | 8,940                               | 12,060                                |
| Stephen W. Fesik          | 3,960                               | 11,040                                |
| Brenda J. Furlong(3)      | 5,940                               | 12,060                                |
| Richard D. Kniss          | 19,090                              | 12,060                                |
| William A. Linton         | 23,190                              | 12,060                                |
| Richard Packer            | 5,940                               | 12,060                                |
| Richard M. Stein(4)       | 2,250                               |                                       |
| Charles F. Wagner, Jr.(5) |                                     | 3,000                                 |
| Bernhard Wangler          | 35,190                              | 12,060                                |

(1) Mr. D'Silva resigned from his position as director, effective March 31, 2010. The options reported in the table include 100,000 unvested options granted to Mr. D'Silva as the

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president of the Company's newly-formed Chemical and Applied Markets division, subsequent to his resignation from the Board of Directors.

- (2) In addition to the options reported in the table included in footnote (1) above, Dr. Emmerich held unvested options to purchase 15,000 shares of BEST common stock as of December 31, 2010, of which options 10,000 vest ratably in annual installments over three years on the anniversary of the grant date, beginning on April 1, 2011 and 5,000 vest ratably in annual installments over three years on the anniversary of the grant date, beginning on July 1, 2011.
- (3) In addition to the options reported in the table included in footnote (1) above, Ms. Furlong held vested options to purchase 5,000 shares of BEST common stock and unvested options to purchase 10,000 shares of BEST common stock as of December 31, 2010, which unvested options vest ratably in annual installments on each of October 1, 2011 and October 1, 2012.
- (4) In addition to the options reported in the table included in footnote (1) above, in May 2003 in connection with his service as a board member, Mr. Stein was granted an option to purchase 2,500 shares of common stock, which options are fully vested and held by Nixon Peabody LLP.
- (5) In addition to the options reported in the table included in footnote (1) above, Mr. Wagner held unvested options to purchase 10,000 shares of BEST common stock as of December 31, 2010, which options vest ratably in annual installments over three years on the anniversary of the grant date, beginning on July 1, 2011.
- (2) Mr. D'Silva resigned from his position as a director in March 2010 in order to become president of the Company's Chemical and Applied Markets division. The reported amount includes cash payments of \$15,500 for service as a non-employee director and Audit Committee member prior to his resignation from the Company's board, \$75,000 for consulting services in connection with the acquisition of the Chemical and Applied Markets division and \$186,854 for service as president of that division.
- (3) Includes c