

BRUKER BIOSCIENCES CORP
Form PREM14A
December 11, 2007

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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

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
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Bruker BioSciences Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
- (1) Title of each class of securities to which transaction applies:
Capital shares of Bruker BioSpin Inc., Bruker BioSpin Invest AG, Techneon AG and Bruker Physik GmbH
-
- (2) Aggregate number of securities to which transaction applies:
All of the issued and outstanding capital shares of Bruker BioSpin Inc., Bruker BioSpin Invest AG, Techneon AG and Bruker Physik GmbH
-
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
\$410,761,000, calculated pursuant to Rule 0-11(c)(1)(i) and (a)(4) of the Securities Exchange Act of 1934, as amended, which represents the combined book value of the common stock of Bruker

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BioSpin Inc. and capital shares of Bruker BioSpin Invest AG, Bruker Physik GmbH and Techneon AG which will be received by Bruker BioSciences Corporation in the transaction.

(4) Proposed maximum aggregate value of transaction:
\$914,000,000

(5) Total fee paid:
\$82,152

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

BRUKER BIOSCIENCES CORPORATION

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

To the stockholders of Bruker BioSciences Corporation:

On behalf of the board of directors and management of Bruker BioSciences Corporation, I would like to invite you to attend our Special Meeting of Stockholders to be held on [Wednesday, January 30], 2008 at 9:00 a.m., local time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts.

At this important meeting you will be asked to consider and vote on proposals to, among other things, approve three transactions that will result in the combination of Bruker BioSciences with the Bruker BioSpin group of companies, including Bruker BioSpin Inc., Bruker BioSpin Invest AG, Technon AG and Bruker Physik GmbH and each of their respective direct and indirect wholly owned subsidiaries, which we sometimes collectively refer to as the "Bruker BioSpin Group."

Upon completion of the proposed transactions, the shareholders of the Bruker BioSpin Group will receive approximately \$388 million in cash and 57,544,872 shares of our common stock, which have a market value of approximately \$703.8 million as of December 5, 2007. As of December 5, 2007, this represented approximately 35% of our post-transaction outstanding voting securities. The amount of 57,544,872 shares was based upon an agreed amount of \$526 million of stock consideration and the trailing ten trading day average closing price of our common stock ending two trading days prior to the signing of the transaction agreements of \$9.14 per share which, combined with the approximately \$388 million of cash consideration, reflected a total purchase price for the Bruker BioSpin Group of \$914 million.

The six Bruker BioSpin Group shareholders, comprised of me, Frank H. Laukien, and five other members of my family, who we refer to as the Bruker BioSpin Group Shareholders, are also major stockholders of Bruker BioSciences. Accordingly, the board of directors of Bruker BioSciences appointed a special committee consisting of independent directors unaffiliated with the Bruker BioSpin Group Shareholders for the purpose of considering the advisability of the combination, negotiating its terms on behalf of Bruker BioSciences and recommending to the board of directors of Bruker BioSciences whether the combination was in the best interests of the stockholders of Bruker BioSciences who are not affiliated with the Bruker BioSpin Group Shareholders.

The closing of the combination is contingent on stockholder approval of the transactions contemplated by each of the transaction agreements, including the issuance of shares of our common stock in connection with the transactions. Although not required under Delaware law, the rules of The NASDAQ Global Select Market require stockholder approval of the share issuance, which must, under our bylaws, be approved by the affirmative vote of the holders of a majority of the shares of Bruker BioSciences common stock present or represented by proxy at the Special Meeting and entitled to vote. Under the terms of each of the transaction agreements, the Bruker BioSpin Group Shareholders, who currently hold, in the aggregate, approximately 52% of the outstanding shares of Bruker BioSciences common stock, have covenanted that they will vote the shares of our stock that they own in favor of the transactions contemplated by the transaction agreements. In addition, under the terms of each of the transaction agreements, the transactions contemplated must also be approved by the holders of shares of Bruker BioSciences common stock who are unaffiliated with the Bruker BioSpin Group Shareholders and who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting.

Each of the proposals regarding the transaction agreements are conditioned on the approval of the other two proposals regarding the transaction agreements. After careful consideration, the board of directors has unanimously approved the terms and conditions of the transaction agreements and recommend that you vote "FOR" each of the transactions necessary to effect the combination of

Bruker BioSciences with the Bruker BioSpin Group and the related issuance of shares of Bruker BioSciences common stock.

In addition to the proposals relating to the transactions necessary to effect the combination with the Bruker BioSpin Group and the related issuance of shares, you will be asked to consider and vote upon the following proposals at the Special Meeting:

A proposal to amend the Bruker BioSciences certificate of incorporation to increase the number of shares of common stock authorized for issuance from 200,000,000 to 260,000,000.

A proposal to amend the Bruker BioSciences amended and restated stock option plan to increase the number of shares of common stock for which options and restricted stock may be granted under the stock option plan from 8,000,000 to 10,000,000.

A proposal to amend the Bruker BioSciences certificate of incorporation to change our name from Bruker BioSciences Corporation to Bruker Corporation.

A proposal to elect one Class II Director to hold office until the 2008 Annual Meeting of Stockholders and one Class III Director to hold office until the 2009 Annual Meeting of Stockholders.

The proposals regarding the charter amendments, the amendment to our stock option plan and the election of new directors are contingent on the approval of each of the transactions contemplated by the transaction agreements and the related issuance of shares of common stock as well as on the closing of the combination. **The board of directors recommends that you vote "FOR" the proposals to amend our charter, the amendment of the stock option plan and the election of the two additional directors to serve on the board.**

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. A postage-paid envelope is enclosed for that purpose. 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.

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

Neither the Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the proposed issuance of shares of Bruker BioSciences common stock in connection with the combination or determined whether this proxy statement is truthful or complete. Any representation to the contrary is a criminal offense.

This proxy statement is dated December [], 2007 and is first being mailed to Bruker BioSciences stockholders on or about that date.

ADDITIONAL INFORMATION

This proxy statement incorporates by reference important business and financial information about Bruker BioSciences from documents that are not included in or delivered with this proxy statement. You may obtain documents that are incorporated by reference in this proxy statement without charge by requesting them in writing or by telephone from Bruker BioSciences at:

Bruker BioSciences Corporation
40 Manning Road
Billerica, Massachusetts 01821, U.S.A.
Telephone: +1-978-663-3660
Attention: Investor Relations

Please note that copies of the documents provided to you will not include exhibits, unless the exhibits are specifically incorporated by reference in the documents or this proxy statement.

In order to receive timely delivery of requested documents in advance of the Special Meeting, you should make your request no later than December [], 2007.

For a more detailed description of the information incorporated in this proxy statement by reference and how you may obtain it, see "Where You Can Find More Information" beginning on page [142].

BRUKER BIOSCIENCES CORPORATION
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Our Stockholders:

Notice is hereby given that the Special Meeting of the Stockholders of Bruker BioSciences Corporation will be held on [Wednesday, January 30], 2008, 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 consider and vote upon a proposal to approve the transactions contemplated by the stock purchase agreement, dated as of December 2, 2007, by and among Bruker BioSciences, Bruker BioSpin Inc. and the stockholders of Bruker BioSpin Inc. relating to the acquisition of Bruker BioSpin Inc. by Bruker BioSciences.
2. To consider and vote upon a proposal to approve the transactions contemplated by the share purchase agreement, dated as of December 2, 2007, by and among Bruker BioSciences (which will assign its purchase rights to Bruker BioSpin Corporation), Bruker Daltonik GmbH, Bruker Optik GmbH, Bruker Physik GmbH, Techneon AG, SciTec GmbH & Co. KG and the shareholders of Bruker Physik and Techneon relating to the acquisition of Bruker Physik and Techneon AG by Bruker BioSciences.
3. To consider and vote upon a proposal to approve the transactions contemplated by the merger agreement, dated as of December 2, 2007, by and among Bruker BioSciences, Bruker BioSpin Invest AG, Bruker BioSpin Beteiligungs AG and the stockholders of Bruker BioSpin Invest AG relating to the acquisition of Bruker BioSpin Invest AG by Bruker BioSciences and to approve the issuance of shares of Bruker BioSciences common stock in connection with the merger.
4. To consider and vote upon a proposal to amend the Bruker BioSciences certificate of incorporation to increase the number of shares of common stock authorized for issuance from 200,000,000 to 260,000,000.
5. To consider and vote upon a proposal to amend the Bruker BioSciences amended and restated stock option plan to increase the number of shares of common stock for which options and restricted stock may be granted under the stock option plan from 8,000,000 to 10,000,000.
6. To consider and vote upon a proposal to amend the Bruker BioSciences certificate of incorporation to change the name of Bruker BioSciences Corporation to Bruker Corporation.
7. To elect one Class II Director to hold office until the 2008 Annual Meeting of Stockholders and one Class III Director to hold office until the 2009 Annual Meeting of Stockholders.
8. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Although proposals 1 through 3 are separate matters to be voted upon by Bruker BioSciences stockholders in connection with the transactions, each proposal is expressly conditioned upon the approval of each of the other proposals. This means that, even if the requisite majority of our stockholders approves one of these proposals, Bruker BioSciences will not complete the transaction contemplated by that proposal unless the Bruker BioSciences stockholders also approve each of the other proposals so that the transactions can be completed as planned and as more fully described in the proxy statement accompanying this Notice.

Although proposals 4 through 7 are separate matters to be voted upon by Bruker BioSciences stockholders in connection with the transactions, each proposal is expressly conditioned upon the approval of each of the other proposals. This means that, even if the requisite majority of our stockholders approves one of these proposals, Bruker BioSciences will not complete the transaction contemplated by that proposal unless the Bruker BioSciences stockholders also approve each of the

other proposals so that the transactions can be completed as planned and as more fully described in the proxy statement accompanying this Notice.

The board of directors has fixed the close of business on December 18, 2007 as the record date for the determination of stockholders entitled to notice of and to vote at this Special Meeting and at any adjournment or postponement thereof.

By order of the board of directors

Richard M. Stein

Corporate Secretary

Billerica, Massachusetts

December , 2007

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. A postage-paid envelope is enclosed for that purpose. 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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SUMMARY TERM SHEET

The following is a summary of the proposed transactions among Bruker BioSciences Corporation and Bruker BioSpin Inc., Bruker BioSpin Invest AG, Bruker Physik GmbH and Techneon AG (which we sometimes refer to collectively as the Bruker BioSpin Group), in which Bruker BioSciences proposes to acquire all of the capital stock of the companies comprising the Bruker BioSpin Group. The transactions contemplated will constitute a business combination of companies under common control as the five largest Bruker BioSciences stockholders, Frank H. Laukien, President, Chief Executive Officer and Chairman of the board of directors of Bruker BioSciences, Dirk D. Laukien, Senior Vice President of Bruker BioSciences and President of its subsidiary Bruker Optics Inc., Joerg Laukien, a director of Bruker BioSciences, Marc Laukien and Isolde Laukien-Kleiner, who are all related as family members, are also, together with Robyn Laukien, the shareholders of each of the companies within the Bruker BioSpin Group. Bruker BioSciences is seeking stockholder approval of the transactions necessary to effect the combination and the issuance of Bruker BioSciences common stock to the Bruker BioSpin Group shareholders.

This term sheet is a summary and does not contain all of the information that may be important to you. You should carefully read this entire document, including the appendices and the other documents to which this document refers you, for a more complete understanding of the matters relating to the transactions and the issuance of Bruker BioSciences common stock. See "Where You Can Find More Information" beginning on page [142].

On December 2, 2007 Bruker BioSciences entered into definitive agreements with each of the companies of the Bruker BioSpin Group, which we refer to collectively as the transaction agreements, to acquire all of the equity of each of the Bruker BioSpin Group companies. In connection with the proposed transactions and business combination:

Bruker BioSciences, under the terms of the U.S. stock purchase agreement, will acquire 100% of the common stock of Bruker BioSpin Inc., a Delaware corporation.

Bruker BioSciences, under the terms of the German share purchase agreement, will acquire, directly and indirectly, 100% of the share capital of each of Bruker Physik GmbH, a German limited liability company, and Techneon AG, a Swiss stock corporation.

Bruker BioSciences, under the terms of the Swiss merger agreement, will acquire through various of its indirect subsidiaries via merger the equity interest of Bruker BioSpin Invest AG, a corporation organized under the laws of Switzerland.

Upon completion of the transactions, the companies of the Bruker BioSpin Group will become wholly owned subsidiaries of our company.

The aggregate total purchase price payable by Bruker BioSciences to the holders of all of the equity of the Bruker BioSpin Group is payable in cash and stock.

This consideration will be paid to the shareholders of the Bruker BioSpin Group approximately pro rata in accordance with their respective ownership of the shares of each of the Bruker BioSpin Group companies.

There will be a cash payment to the shareholders of the Bruker BioSpin Group of \$388 million.

Bruker BioSciences expects to issue 57,544,872 restricted shares of its common stock, which have a market value as of December 5, 2007 of \$703.8 million, to the shareholders of the Bruker BioSpin Group as the stock portion of the aggregate purchase price. The amount of 57,544,872 shares was based upon an agreed amount of \$526 million of stock consideration and the trailing ten trading day average closing price of our common stock ending two trading days prior to the signing of the transaction agreements of \$9.14 per share which, combined with the approximately

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\$388 million of cash consideration, reflected a total purchase price for the Bruker BioSpin Group of \$914 million.

As permitted by the transaction agreements, prior to the closing of the transactions and independent of the transactions, the Bruker BioSpin Group will pay the Bruker BioSpin Group Shareholders a dividend of 75 million Swiss Francs (approximately \$66.7 million based on the exchange rate of 0.88 U.S. Dollars per Swiss Franc on December 5, 2007) out of accumulated retained earnings of Bruker BioSpin Invest AG. This pre-closing dividend by the Bruker BioSpin Group is not part of the purchase price for the transactions.

Bruker BioSciences and some of its foreign subsidiaries expect to enter into credit agreements with a syndicate of lenders to finance a portion of the cash consideration to be paid to the shareholders of the companies comprising the Bruker BioSpin Group. The aggregate \$380 million principal amount credit facilities, of which we expect to draw down approximately \$351 million, will consist of a \$230 million five-year revolving credit facility and a \$150 million five-year term loan facility. Bruker BioSciences has executed commitments from J.P. Morgan Securities Inc. and Citibank, N.A. for the entire \$380 million principal amount of the new credit facilities. The proceeds of the facilities will be used to finance a portion of the cash portion of the combination and to provide working capital and funds for general corporate purposes, including permitted future acquisitions, if any. The credit facilities will be secured by pledges of 100% of the equity interests in our domestic subsidiaries and 65% of the equity interests in our material foreign subsidiaries.

The transaction agreements prohibit the sale of the Bruker BioSciences shares issued as part of the purchase price for a period of one year after the closing date, except for certain permitted transfers of stock from one Bruker BioSpin Group Shareholder to another.

The shareholders of the companies comprising Bruker BioSpin Group, including our president and chief executive officer Frank H. Laukien, senior vice president Dirk Laukien, and Director Joerg Laukien, currently hold, in the aggregate, approximately 52% of the outstanding shares of Bruker BioSciences common stock, and, immediately following the consummation of the transactions if the closing date was December 5, 2007, would hold approximately 69% of the outstanding shares of Bruker BioSciences common stock.

The six shareholders of the Bruker BioSpin Group will be subject to five year non-competition and non-solicitation covenants which are described in each of the transaction agreements.

\$92 million of the cash purchase price will be held in escrow following the closing of the transactions to satisfy any indemnification claims asserted by Bruker BioSciences within a designated time period.

An additional \$6.75 million of the cash purchase price will be held in escrow following the closing of the transactions to satisfy any post-closing adjustments to the purchase consideration which may result if the working capital of the Bruker BioSpin Group is less than \$180 million on December 31, 2007.

Upon completion of the combination, Frank H. Laukien and Dirk D. Laukien will serve as co-chief executive officers of our Bruker BioSpin operations. Joerg Laukien will serve as the European chief operating officer of our Bruker BioSpin subsidiary.

QUESTIONS AND ANSWERS ABOUT THE COMBINATION

Q: Why is Bruker BioSciences proposing the transactions and the combination?

A: We are proposing to enter into the transactions and to combine with the companies of the Bruker BioSpin Group because we believe that the Bruker BioSpin Group business complements the

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business of our three existing direct operating subsidiaries, Bruker AXS, Bruker Daltonics and Bruker Optics. We expect that adding the products of the Bruker BioSpin Group will increase our sales opportunities and increase our presence in various markets, providing Bruker BioSciences with an extra competitive edge as we become a more broadly based company.

Q: How much is Bruker BioSciences paying for the companies comprising the Bruker BioSpin Group?

A: Bruker BioSciences has agreed to pay the shareholders of the Bruker BioSpin Group \$388 million in cash and 57,544,872 Bruker BioSciences shares, which as of December 5, 2007 have a market value of approximately \$703.8 million, for all of the outstanding shares of the Bruker BioSpin Group companies. The amount of 57,544,872 shares was based upon an agreed amount of \$526 million of stock consideration and the trailing ten trading day average closing price of our common stock ending two trading days prior to the signing of the transaction agreements of \$9.14 per share which, combined with the approximately \$388 million of cash consideration, reflected a total purchase price for the Bruker BioSpin Group of \$914 million.

Q: How will Bruker BioSciences pay for the shares of Bruker BioSpin Group?

A: Bruker BioSciences will purchase the Bruker BioSpin Group companies' stock using a combination of cash and newly issued shares of Bruker BioSciences common stock. Bruker BioSciences will finance the cash component of the combination consideration from its available cash and with borrowings under new credit facilities to be entered into in connection with the combination. The new credit facilities are expected to have an aggregate borrowing capacity of \$380 million, which, together with available cash, will be available for the following purposes: (1) to finance approximately \$388 million of cash consideration to be paid to shareholders of the Bruker BioSpin Group companies; (2) to finance expenses of the combination; (3) to provide working capital; and (4) for general corporate purposes, including the financing of any future acquisitions, if any.

Q: What will happen to my shares of Bruker BioSciences common stock in the combination?

A: The shares of Bruker BioSciences common stock that you hold will not change as a result of the combination. However, you should be aware that the issuance of shares of our common stock to the shareholders of the Bruker BioSpin Group will cause a reduction in the relative percentage interests of current Bruker BioSciences stockholders in earnings, voting, liquidation value and book value.

Q: What am I voting on in connection with the combination and why?

A: You are voting to approve Bruker BioSciences' combination with the Bruker BioSpin Group companies as well as the issuance of the shares of our common stock which will be used a part of the consideration for the acquisition.

To consummate the combination, you are being asked to vote on the following items necessary to effectuate the transaction:

A proposal to purchase Bruker BioSpin Inc. (Proposal 1);

A proposal to purchase Bruker Physik and Techneon (Proposal 2);

A proposal to approve Bruker BioSciences' acquisition, via merger, of the equity interests of Bruker BioSpin Invest AG and the related issuance of shares (Proposal 3). You are asked to vote on the related issuance of shares to consummate this transaction because our common stock is quoted on the NASDAQ Global Select Market. NASDAQ Marketplace Rule 4350(i)(1)(C)(i) requires stockholder approval of the issuance of common stock in connection with the acquisition because various of our officers and directors have greater than a 5% equity interest in each of the Bruker BioSpin Group companies, and the shares of our

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common stock issued in connection with the acquisition will result in a greater than 5% increase in Bruker BioSciences outstanding common stock and voting power;

A proposal to approve a charter amendment to increase the number of authorized shares that may be issued by the company from 200,000,000 to 260,000,000 (Proposal 4);

A proposal to approve an amendment to the Bruker BioSciences amended and restated stock option plan to increase the number of shares of common stock for which options may be granted from 8,000,000 to 10,000,000 (Proposal 5);

A proposal to approve a charter amendment to change to our name from Bruker BioSciences Corporation to Bruker Corporation (Proposal 6); and

A proposal to approve the election of one Class II Director to hold office until the 2008 Annual Meeting of Stockholders and one Class III Director to hold office until the 2009 Annual Meeting of Stockholders (Proposal 7).

The board of directors recommends that you vote "FOR" each of the proposals set forth above.

Q:

What stockholder approvals are needed in connection with the combination?

A:

The affirmative vote of the holders of a majority of the outstanding shares of Bruker BioSciences common stock present or represented by proxy and entitled to vote at the Special Meeting is required to approve the transactions contemplated by the transaction agreements, including the issuance of shares of Bruker BioSciences common stock to be used as part of the consideration. Each holder of common stock is entitled to one vote per share. As of the record date, Bruker BioSciences directors and executive officers and their affiliates owned [37.9]% of the outstanding shares. The five largest stockholders of Bruker BioSciences, including Frank H. Laukien, are also five of the six shareholders of the companies of the Bruker BioSpin Group and are parties to the transaction agreements. These six shareholders have covenanted in the transaction agreements that they will vote in favor of the acquisition. The shares held by these six shareholders represent approximately 52% of the voting power of Bruker BioSciences capital stock entitled to vote at the stockholder meeting, and are sufficient, under our bylaws and NASDAQ rules, to approve the transactions contemplated by the transaction agreements, including the share issuance.

The terms of the transaction agreements also provide that the transactions contemplated by the stock purchase and merger agreements are subject to approval by holders of shares of Bruker BioSciences common stock who are unaffiliated with the Bruker BioSpin Group Shareholders, and who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting.

Q:

What stockholder approvals are required to approve the charter amendments and the amendment to our stock option plan?

A:

The affirmative vote of the holders of a majority of the shares of Bruker BioSciences common stock outstanding as of the record date is required to adopt and approve (i) the amendment to the certificate of incorporation to increase the number of shares of common stock authorized for issuance from 200,000,000 to 260,000,000 and (ii) the amendment to the certificate of incorporation to change our name to Bruker Corporation.

The affirmative vote of a majority of our shares present or represented at the Special Meeting is required to approve the amendment to our stock option plan to increase the number of shares of common stock for which options and restricted stock may be granted under the stock option plan from 8,000,000 to 10,000,000.

Q: What stockholder approvals are required to elect the new directors to the board?

A: Our directors are elected by a plurality of the shares of common stock present in person or represented by proxy at the Special Meeting and entitled to vote. This means that the two candidates for election as directors at the Special Meeting who receive the highest number of affirmative votes will be elected.

Q: Has the board of directors appointed a special committee in connection with the combination?

A: Yes, the board of directors of Bruker BioSciences appointed a special committee consisting of independent directors unaffiliated with the Bruker BioSpin Group Shareholders for the purpose of considering the advisability of the combination, negotiating its terms on behalf of Bruker BioSciences and recommending to the board of directors of Bruker BioSciences whether the combination was in the best interests of the stockholders of Bruker BioSciences who are not affiliated with the Bruker BioSpin Group Shareholders. The terms of the transaction agreements require that the transaction itself, rather than just the share issuance as required under NASDAQ Marketplace Rule 4350(i)(1)(C)(i), be approved by the holders of shares of Bruker BioSciences common stock who are unaffiliated with the Bruker BioSpin Group Shareholders and who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting.

Q: Will the shares of common stock to be issued as part of the consideration for the purchase of the shares of the Bruker BioSpin Group companies be registered?

A: No, the shares of Bruker BioSciences common stock to be issued in connection with the transactions will not be registered under the Securities Act of 1933 and thus will not be freely transferable under the Securities Act of 1933. Bruker BioSpin Group Shareholders receiving shares of Bruker BioSciences common stock in the transactions may sell these shares pursuant to any applicable exemption under the Securities Act except that, pursuant to the terms of the transaction agreements, they are prohibited from selling the shares for a period of one year after the closing date of the transactions, except for certain permitted transfers of stock from one Bruker BioSpin Group Shareholder to another.

Q: What are the material U.S. federal income tax consequences of the transactions?

A: The transactions are not expected to result in any material U.S. federal income tax consequences for Bruker BioSciences stockholders.

Q: When do you expect the transactions to be completed?

A: We are working to complete the combination as quickly as possible. We expect to complete the transactions during the first quarter of 2008.

Q: Do I have any dissenters' rights?

A: No. There are no rights of appraisal or similar rights of dissenters with respect to any matter to be acted upon pursuant to this proxy statement.

QUESTIONS AND ANSWERS ABOUT VOTING

Q: What do I need to do now?

A: After carefully reading and considering the information contained in this proxy statement, please respond by completing, signing and dating your proxy card or voting instructions and returning it in the enclosed postage paid envelope, or by submitting your proxy or voting instructions by telephone or through the internet, as soon as possible so that your shares may be represented at the stockholder

meeting.

Q: What if I don't vote?

A: If you fail to respond, it will have the same effect as a vote against the two proposals to amend the certificate of incorporation, although it will have no effect on the other proposals.

If you respond and do not indicate how you want to vote, your proxy will be counted as a vote in favor of all of the proposals.

If you respond and abstain from voting, your proxy will have the same effect as a vote against all of the proposals, other than the election of directors.

Q: Can I change my vote after I have delivered my proxy?

A: Yes. You can change your vote at any time before your proxy is voted at the stockholder meeting. You can do this in one of three ways. You can revoke your proxy, submit a new proxy or, if you are a holder of record, you can attend the Special Meeting and vote in person. If you choose to revoke your proxy or submit a new proxy, you must submit your notice of revocation or your new proxy to the secretary of Bruker BioSciences before the Special Meeting. If your shares are held in an account at a brokerage firm or bank, you should contact your brokerage firm or bank to change your vote. Also, if you submit your proxy electronically through the internet or by telephone, you can change your vote by submitting a proxy at a later date, using the same procedures, in which case your later submitted proxy will be recorded and your earlier proxy revoked.

Q: Who can help answer my questions?

A: If you have any questions about the proposals or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instructions, you should contact:

Bruker BioSciences Corporation
Investor Relations
40 Manning Road
Billerica, Massachusetts 01821
Telephone: 978-663-3660, ext. 1411
e-mail: *Michael.Willett@bdal.com*

TRANSACTION SUMMARY

This summary highlights selected information about the transactions and the related issuance of shares and may not contain all of the information that is important to you. You should carefully read this entire proxy statement and the other documents we refer to, in their entirety, for a more complete understanding of the transactions. In particular, you should read the documents attached to this proxy statement, including the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, which are attached as Annexes A-1 through A-3. In addition, this proxy statement incorporates important business and financial information about Bruker BioSciences from other documents that may not be included in or delivered with this proxy statement. You may obtain the information incorporated by reference into this proxy statement without charge by following the instructions in the section entitled "Where You Can Find More Information" that begins on page [142] of this proxy statement.

THE COMPANIES

Bruker BioSciences Corporation

40 Manning Road

Billerica, Massachusetts 01821

(978) 663-3660

<http://www.bruker-biosciences.com>

Bruker BioSciences Corporation designs, manufactures, services and markets analytical and life science systems and associated products to address the evolving needs of our customers in life science research, pharmaceutical, biotechnology and molecular diagnostics research, as well as in chemicals and materials analysis in various industries in government applications. We are the publicly traded parent of our three main operating subsidiaries: Bruker AXS Inc., Bruker Daltonics Inc. and Bruker Optics Inc.

Bruker AXS

Bruker AXS is a leading developer and provider of life science and advanced materials research tools based on X-ray technology tools for advanced X-ray and spark-OES instrumentation used in non-destructive molecular materials and elemental analysis in academic, research and industrial applications.

Bruker Daltonics

Bruker Daltonics is a leading developer and provider of innovative life science tools based on mass spectrometry and also develops and provides a broad range of field analytical systems for chemical, biological, radiological and nuclear (CBRN) detection.

Bruker Optics

Bruker Optics is a leading developer and provider of research, analytical and process analysis instruments and solutions based on infrared and Raman molecular spectroscopy technology.

The Bruker BioSpin Group *(see page [90])*

The companies of the Bruker BioSpin Group develop, manufacture and distribute life science analytical instrumentation and solutions based on magnetic resonance core technology. The companies' products include tools developed for nuclear magnetic resonance, or NMR, electron paramagnetic resonance, or EPR, magnetic resonance imaging, or MRI. The Bruker BioSpin Group also designs and develops superconducting wire materials that can be used in a variety of applications including power

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cables, motors, generators and superconducting magnets. Products and solutions developed by the Bruker BioSpin Group are utilized in a wide variety of applications, including:

life science applications including the structure and function determination of large biomolecules such as proteins and membrane proteins;

pharmaceutical and biotech research and manufacturing to identify new compounds, observe the interaction of drugs with a target protein, study the toxicology of drug candidates and identify properties of the final product;

metabolic profiling and fingerprinting, where patterns can be evaluated using spectroscopic techniques combined with multivariate statistical methods to gain insight into the response of a biological system to perturbations in a time-related manner;

non-invasive magnetic resonance imaging aimed at detecting the origins of disease related pathways and targets by combining the use of molecular biomarkers;

structure determination and elucidation for application in organic and inorganic synthesis;

materials research for the design and characterization of materials such as polymers, catalysts, fuel cell materials, etc.;

food, beverage and agricultural analysis for the monitoring of the production and distribution cycle of products to ensure their origin, authenticity, safety and reliability; and

superconducting magnets for use in magnetic resonance, imaging and physics experiments.

Magnetic resonance is the core technology of the Bruker BioSpin Group. Magnetic resonance is a natural phenomenon occurring when a molecule, placed in a magnetic field, gives off a radio frequency signature. The signature is characteristic of the particular molecule and this leads to a multitude of precise chemical and structural information. A typical magnetic resonance instrument includes a radio frequency source and transmitter, one or more very sensitive detectors, a magnet sized for the particular application and operating and analysis software.

When magnetic resonance is used to analyze the resonance effect of various atoms, it is known as NMR. NMR is a widely used analytical technique by academia, pharmaceutical and biotechnology companies and other industrial users in life sciences and materials science research.

When an image is reconstructed by localizing the origin of the NMR signal, this is known as MRI. The Bruker BioSpin Group's MRI products focus on pre-clinical applications, mainly research on small animals for disease studies and drug discovery by pharmaceutical companies and academia.

When the magnetic resonance signals arise from the electrons contained in a molecule, this is known as EPR. EPR is used mainly in academia for research purposes. All three magnetic resonance techniques employ strong magnetic fields which are typically reached through the use of superconducting magnets. The Bruker BioSpin Group is a leader in superconducting magnet technology and also owns a developer and manufacturer of the specialty superconducting wires needed for magnetic resonance magnets.

The Bruker BioSpin Group's magnetic resonance product line is complimented with a number of accessories. These accessories include a wide array of sample handling devices for automation and high throughput applications, as well as advanced data management and analysis software. These accessories permit the Bruker BioSpin Group to tailor its products for specific customers.

In addition to these magnetic resonance instruments, the Bruker BioSpin Group also manufactures bench-top instruments for process control, quality assurance and quality control applications. The Bruker BioSpin Group typically sells these bench-top instruments to the pharmaceutical industry, the food industry and other industrial customers.

The Bruker BioSpin Group includes research and manufacturing facilities in Germany, Switzerland, France and the U.S., as well as numerous sales, applications and service offices throughout the U.S., Europe, Asia and South America. The Bruker BioSpin Group employs approximately 1,850 people throughout the world.

Bruker BioSpin Inc. (see page [91])

15 Fortune Drive
Billerica, Massachusetts 01821
(978) 439-9899
<http://www.bruker.com>

Bruker BioSpin Inc. was incorporated in Delaware in June 2000, originally as Bruker BioSpec Inc., later changing its name to Bruker BioSpin, Inc. Bruker BioSpin Inc. is a privately held company, wholly owned by the Bruker BioSpin Group Shareholders. Bruker BioSpin Inc. is the holding company for the U.S. operations of the Bruker BioSpin Group.

Bruker Physik GmbH (see page [91])

Silberstreifen 4
76287 Rheinstetten
Germany
<http://www.bruker.com>

Bruker Physik GmbH was incorporated in 1960 in Germany. It is a holding company that includes the German Bruker BioSpin Group companies as well as European Advanced Superconductors GmbH & Co. KG, or EAS, and European High Temperature Superconductors GmbH & Co. KG, or EHTS. Bruker Physik is a privately held company, ultimately wholly owned by the Bruker BioSpin Group Shareholders.

Bruker BioSpin Invest AG (see page [91])

Aegeristrasse 52
Postfach 351
6301 Zug Switzerland
<http://www.bruker.com>

Bruker BioSpin Invest AG was incorporated in Switzerland in 1986. It is a holding company that includes the Swiss Bruker BioSpin Group companies. Bruker BioSpin Invest AG is a privately held company, wholly owned by the Bruker BioSpin Group Shareholders.

STRUCTURE OF THE TRANSACTIONS AND OPERATIONS AFTER THE COMBINATION

Bruker BioSciences is acquiring all of the outstanding stock of the companies comprising the Bruker BioSpin Group in three transactions through which Bruker BioSciences will: (1) acquire all of the common stock of Bruker BioSpin Inc., (2) acquire all of the share capital of Bruker Physik and Technon, and (3) acquire the equity of Bruker BioSpin Invest AG through a reverse triangular merger. Following the completion of these transactions, we intend to operate the Bruker BioSpin Group companies as wholly owned subsidiaries alongside Bruker AXS, Bruker Daltonics and Bruker Optics.

PURCHASE PRICE (see pages 49, 59 and 68)

The aggregate total purchase price payable by Bruker BioSciences for the stock of the companies of the Bruker BioSpin Group in the three transactions is \$388 million payable in cash and 57,544,872 shares of Bruker BioSciences stock which, as of December 5, 2007, have a market value of approximately \$703.8 million. The amount of 57,544,872 shares was based upon an agreed amount of \$526 million of stock consideration and the trailing ten trading day average closing price of our common stock ending two trading days prior to the signing of the transaction agreements of \$9.14 per

share which, combined with the approximately \$388 million of cash consideration, reflected a total purchase price for the Bruker BioSpin Group of \$914 million.

This consideration will be paid to the shareholders of the Bruker BioSpin Group approximately pro rata in accordance with their respective ownership of the shares of each of the Bruker BioSpin Group companies. As described in more detail later in this proxy statement, the transaction agreements prohibit the sale of the Bruker BioSciences shares issued as part of the combined purchase price for a period of one year after the closing date, except for various permitted transfers of stock from one Bruker BioSpin Group Shareholder to another, under cash-share exchange agreements entered into among the Bruker BioSpin Group Shareholders in order to allow them to achieve their desired individual cash and share percentage elections from the aggregate proceeds of the three transactions. Bruker BioSciences will finance the cash component of the combination consideration from its available cash and with borrowings under new credit facilities to be entered into in connection with the combination. The new credit facilities are more fully described in this proxy statement. See "Source of Funds" on page [43].

RECOMMENDATION OF THE BOARD OF DIRECTORS AND OPINION OF FINANCIAL ADVISORS (see pages [26 and 35])

Recommendation of Bruker BioSciences' Board of Directors. Upon recommendation of the independent special committee of the board of directors, and after careful consideration, the board of directors of Bruker BioSciences unanimously determined that each of the stock purchase agreements and the merger agreement and the transactions contemplated by these transaction agreements, including the issuance of shares, are advisable and voted to approve each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement and recommended that the stockholders vote FOR each of the transactions and the issuance of shares of Bruker BioSciences common stock in connection with the combination.

Opinion of the Special Committee's Financial Advisor. Bear, Stearns & Co. Inc. has rendered a written opinion to the special committee of the board of directors of Bruker BioSciences that, as of December 2, 2007, and based upon and subject to the assumptions, qualifications and limitations set forth therein, the aggregate consideration to be issued in the transactions was fair, from a financial point of view, to the holders of Bruker BioSciences shares, excluding the holders of Bruker BioSciences shares who also own shares of the Bruker BioSpin Group companies. The full text of the written opinion, dated December 2, 2007, is attached as Annex B. We encourage you to read the opinion carefully and in its entirety to understand the procedures followed, assumptions made, matters considered and limitations on the review undertaken by Bear Stearns in providing its opinion.

THE STOCKHOLDER MEETING (see page [24])

The Bruker BioSciences Special Meeting will be held at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts on [January 30,] 2008, starting at 9:00 a.m., local time.

INTERESTS OF DIRECTORS AND EXECUTIVE OFFICERS IN THE COMBINATION (see page [44])

Some of the directors and executive officers of Bruker BioSciences may have interests in the acquisition that are different from, or are in addition to, the interests of Bruker BioSciences' stockholders, including financial interests as shareholders of the companies of the Bruker BioSpin Group. The Bruker BioSpin Group Shareholders control 100% of the shares of the Bruker BioSpin Group being acquired by Bruker BioSciences. The five Laukien family members who comprise the largest shareholders of the companies within the Bruker BioSpin Group are also the five largest Bruker BioSciences stockholders. In addition, while Frank Laukien serves as Chairman, CEO and President of

Bruker BioSciences, Dirk Laukien serves as the Senior Vice President of Bruker BioSciences and Joerg Laukien serves as a Director of Bruker BioSciences, Frank Laukien and Dirk Laukien also serve under an informal arrangement as Co-CEOs of the Bruker BioSpin Group, and Joerg Laukien also serves as the European COO of the Bruker BioSpin Group.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES *(see page [46])*

The transactions are not expected to result in any material U.S. federal income tax consequences for Bruker BioSciences stockholders, excluding the holders of Bruker BioSciences shares who also own shares of the Bruker BioSpin Group companies.

CONDITIONS TO THE COMPLETION OF THE COMBINATION *(see pages [54, 64, and 74])*

Under the terms of each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, the completion of the combination is subject to:

the approval of the transactions contemplated by the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement by the holders of shares of Bruker BioSciences common stock who are unaffiliated with the Bruker BioSpin Group Shareholders who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting; and

the approval of the transactions contemplated by the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement by the holders of Bruker BioSciences common stock who represent at least a majority of the total votes cast at the Special Meeting. This approval is guaranteed since the Bruker BioSpin Group Shareholders, who own in the aggregate approximately 52% of the outstanding Bruker BioSciences common stock as of December 5, 2007, have agreed in each of the transaction agreements to vote to approve all of these transactions.

The completion of the transactions contemplated by the transaction agreements is also subject to the satisfaction or waiver of other conditions, including, among others, the expiration or termination of applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. See "Conditions to the Acquisition" on pages [54, 64, and 74].

TERMINATION OF THE TRANSACTION AGREEMENTS *(see pages [57, 67 and 78])*

The transaction agreements may be terminated at any time prior to closing by the mutual written consent of Bruker BioSciences and the sellers. In addition, either Bruker BioSciences or the applicable sellers may terminate the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement at any time prior to closing if:

any governmental entity shall have issued an order permanently restraining, enjoining, or otherwise prohibiting the completion of the transactions and such order is final and nonappealable;

we do not receive stockholder approval for the transactions;

either the U.S. stock purchase agreement, the German share purchase agreement or the Swiss merger agreement is terminated; or

the closing has not occurred by June 30, 2008, unless a breach of an agreement by the party seeking termination is the cause of or results in the failure of the acquisition to be completed.

Bruker BioSciences may terminate each of the agreements at any time prior to closing if the sellers or Bruker BioSpin Inc., Bruker Invest, Technon or Bruker Physik breach any of their respective

covenants, representations and warranties, or other agreements contained in the agreements and the breach would give rise to the failure of a condition to Bruker BioSciences' obligation to complete the acquisition and the breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of the breach has been delivered to the breaching party.

The applicable sellers may terminate the agreements at any time prior to closing if Bruker BioSciences breaches any of its covenants, representations and warranties, or other agreements contained in the agreements and the breach would give rise to the failure of a condition to the sellers' obligation to complete the acquisition and the breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of the breach has been delivered to Bruker BioSciences.

EXPENSES *(see pages [58, 67 and 78])*

The transaction agreements provide generally that regardless of whether the combination is consummated, all fees and expenses incurred by the parties will be paid by the party incurring such fees and expenses. With respect to fees due in connection with filings made pursuant to the Hart-Scott-Rodino Act, Bruker BioSciences shall be responsible for all fees relating to its own filing and the Bruker BioSpin Group shall be responsible for all fees relating to filings made by it or any of the selling shareholders. In addition, Bruker BioSciences shall be responsible for the payment of all transfer, documentary, sales, use, registration and other such taxes incurred in connection with the transaction, including all applicable German and other real estate transfer or gains taxes and stock transfer taxes, which may exceed, in the aggregate, \$[3.6 million].

"NO SOLICITATION" PROVISIONS *(see pages [53, 63, and 73])*

The Bruker BioSpin Group companies have agreed to, and to cause their subsidiaries to, and the selling shareholders have agreed to, and to cause the companies of the Bruker BioSpin Group and their subsidiaries to, cause each of its officers, managers, employees, subsidiaries, affiliates, agents and other representatives to, as of the execution of the transaction agreements, cease any existing discussions or negotiations with respect to any inquiry or proposal regarding the sale, consolidation, merger or other similar transaction regarding the Bruker BioSpin Group and not to initiate any such discussions or negotiations (other than with Bruker BioSciences) concerning any such inquiry or proposal. The selling shareholders and the companies of the Bruker BioSpin Group are obligated to immediately disclose to Bruker BioSciences any such third party inquiries or proposals, including the terms thereof.

ACCOUNTING TREATMENT OF THE COMBINATION *(see page [46])*

The combination represents a business combination of companies under common control due to the majority ownership of all companies by the Bruker BioSpin Group Shareholders as an affiliated stockholder group. As a result, the transactions will be accounted for at historical carrying value.

REGULATORY MATTERS *(see page [46])*

Under U.S. antitrust laws, the companies may not complete the Bruker BioSpin Inc. transaction until Bruker BioSciences has notified the Antitrust Division of the Department of Justice and the Federal Trade Commission of the transaction and filed the necessary report forms, and until a required waiting period has ended. Bruker BioSciences intends to file the required information and materials to notify the Department of Justice and the Federal Trade Commission of the transactions in December, 2007. In addition, Bruker BioSciences must obtain any consents, authorizations, approvals, filings or exemptions in connection with compliance with the rules of the NASDAQ and make such filings and

approvals as are required to be made or obtained under the securities or "Blue Sky" laws of various states in connection with the issuance of Bruker BioSciences common stock.

We cannot assure you that we will obtain all regulatory approvals to complete the acquisition or that the granting of these approvals will not involve the imposition of conditions on the completion of the acquisition or require changes to the terms of the acquisition. These conditions or changes could result in the conditions to the acquisition not being satisfied.

COMPLETION AND EFFECTIVENESS OF THE TRANSACTIONS *(see page [45])*

We will complete the transactions when all of the conditions to completion of each of the transaction agreements are satisfied or waived in accordance with the relevant agreement. We expect to complete the transactions and the combination of businesses during the first calendar quarter of 2008.

BRUKER BIOSPIN GROUP SELECTED COMBINED FINANCIAL DATA

The following selected combined financial information of the Bruker BioSpin Group is provided to aid your analysis of the financial aspects of the transactions. We derived this information from unaudited combined financial statements for the nine months ended September 30, 2007 and 2006, and from audited combined financial statements for the years ended December 31, 2006, 2005, 2004, 2003 and 2002. This information is only a summary, and you should read it in conjunction with the Bruker BioSpin Group's historical combined financial statements and the related notes and Management's Discussion and Analysis of Financial Conditions and Results of Operations contained in this proxy statement. See "WHERE YOU CAN FIND MORE INFORMATION" on page [142].

Nine Months Ended September 30,		Year Ended December 31,				
2007	2006	2006	2005	2004	2003	2002

(in thousands)

Condensed Consolidated Statement of Operations Data:

Total revenue	\$ 351,893	\$ 313,487	\$ 446,954	\$ 445,235	\$ 487,329	\$ 390,742	\$ 296,408
Cost of revenue	210,026	180,989	246,309	253,019	288,164	212,365	150,790
Gross profit	141,867	132,498	200,645	192,216	199,165	178,377	145,618
Operating expenses	93,012	89,213	123,914	98,397	157,014	118,153	93,587
Operating income	48,855	43,285	76,731	93,819	42,151	60,224	52,031
Net income	\$ 43,528	\$ 30,467	\$ 56,574	\$ 75,226	\$ 23,656	\$ 39,985	\$ 35,330

During 2004, the Bruker BioSpin Group recorded a pre-tax charge against operating income of \$28.5 million to cover litigation expenses and probable liabilities associated with alleged patent infringement litigation by a competitor against the Bruker BioSpin Group. The related accrual was included in long-term other liabilities on the condensed consolidated balance sheet as of December 31, 2004. During 2005, a favorable settlement agreement was signed for various magnet patent litigation cases, which released the Bruker BioSpin Group from any infringement liabilities and, as a result, a pre-tax amount of \$25.8 million of this liability was reversed, and this contributed positively to operating income in 2005.

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As of December 31,
(in thousands)

As of September 30, 2007 (in thousands)	2006	2005	2004	2003	2002
Condensed Consolidated Balance Sheet:					
Cash and cash equivalents	\$ 268,819	\$ 259,094	\$ 248,782	\$ 181,489	\$ 195,598
Working capital	350,331	328,184	281,057	307,420	232,761
Total assets	792,292	762,669	727,893	739,881	612,219
Total debt	9,674	12,802	23,306	45,037	8,864
Other long-term liabilities	51,450	45,485	37,513	61,156	44,116
Total shareholders' equity	\$ 410,761	\$ 385,735	\$ 335,160	\$ 321,531	\$ 269,730

SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

We are providing the following selected Unaudited Pro Forma Condensed Combined Financial Data to provide you with a better understanding of what the results of operations and financial position of Bruker BioSciences might have been had the combination been completed at an earlier date. The Unaudited Pro Forma Condensed Combined Statements of Operations data for the nine months ended September 30, 2007 and 2006 and for the years ended December 31, 2006, 2005 and 2004 give effect to the combination as if it had been completed on January 1, 2004. The Unaudited Pro Forma Condensed Combined Balance Sheet data as of September 30, 2007 give effect to the combination as if it had been completed on that date.

We have prepared the selected Unaudited Pro Forma Condensed Combined Financial Data based on available information using assumptions that management believes are reasonable. For details about the assumptions used, see footnotes 3 and 4 to the unaudited pro forma condensed combined financial statements on pages [87 and 88]. The selected Unaudited Pro Forma Condensed Combined Financial Data are being provided for informational purposes only. They do not purport to represent Bruker BioSciences' actual financial position or results of operations had the combination occurred on the dates specified nor do they project Bruker BioSciences' results of operations or financial position for any future period or date.

The selected Unaudited Pro Forma Condensed Combined Statements of Operations data do not reflect any adjustments for nonrecurring items or anticipated operating synergies resulting from the combination. In addition, pro forma adjustments are based on certain assumptions and other information that is subject to change as additional information becomes available. Accordingly, the adjustments included in Bruker BioSciences' financial statements published after the completion of the combination will vary from the adjustments included in the unaudited pro forma condensed combined financial data included in this proxy statement.

The selected Unaudited Pro Forma Condensed Combined Data does not include any adjustments for liabilities resulting from integration planning, as management of Bruker BioSciences and the Bruker BioSpin Group are in the process of making these assessments, and estimates of these costs, if any, are not currently known.

The selected Unaudited Pro Forma Condensed Combined Financial Data should be read in conjunction with the Bruker BioSciences and the Bruker BioSpin Group audited and unaudited historical financial statements and related notes as well as "Management's Discussion and Analysis of

Financial Condition and Results of Operations." See "Where You Can Find More Information" on page [142].

Nine Months Ended September 30,		Year Ended December 31,		
2007	2006	2006	2005	2004

(in thousands, except per share data)

Unaudited Pro Forma Condensed Consolidated Statement of Operations Data:

Total revenue	\$ 689,377	\$ 589,462	\$ 850,476	\$ 787,846	\$ 811,823
Cost of revenue	381,223	320,859	450,853	429,841	461,624
Gross profit	308,154	268,603	399,623	358,005	350,199
Operating expenses	233,715	210,651	292,586	241,954	301,274
Operating income	74,439	57,952	107,037	116,051	48,925
Net income	48,247	26,801	58,283	68,316	3,378
Net income per share basic	\$ 0.30	\$ 0.17	\$ 0.37	\$ 0.43	\$ 0.02
Net income per share diluted	\$ 0.30	\$ 0.17	\$ 0.36	\$ 0.43	\$ 0.02

During 2004, the Bruker BioSpin Group recorded a pre-tax charge against operating income of \$28.5 million to cover litigation expenses and probable liabilities associated with alleged patent infringement litigation by a competitor against the Bruker BioSpin Group. The related accrual was included in long-term other liabilities on the condensed consolidated balance sheet as of December 31, 2004. During 2005, a favorable settlement agreement was signed for various magnet patent litigation cases, which released the Bruker BioSpin Group from any infringement liabilities and, as a result, a pre-tax amount of \$25.8 million of this liability was reversed, and this contributed positively to operating income in 2005.

As of
September 30, 2007

(in thousands)

Unaudited Pro Forma Condensed Consolidated Balance Sheet:

Cash and cash equivalents	\$ 193,723
Working capital	367,500
Total assets	1,160,361
Total debt	400,051
Other long-term liabilities	82,771
Total stockholders' equity	182,170

COMPARATIVE PER SHARE INFORMATION

The following table sets forth selected historical per share information of Bruker BioSciences and the Bruker BioSpin Group and unaudited pro forma consolidated per share information as of the nine months ended September 30, 2007 and 2006 and for the years ended December 31, 2006, 2005 and 2004, giving effect to the transactions described in the transaction agreements as if they had occurred on January 1, 2004.

The historical book value per share is computed by dividing stockholders' equity by the actual common stock outstanding. The pro forma per share net income (loss) from continuing operations is computed by dividing the pro forma net income (loss) from continuing operations by the pro forma weighted average number of shares outstanding, assuming Bruker BioSciences had acquired the Bruker BioSpin Group at the beginning of the earliest period presented. The pro forma combined book value

per share is computed by dividing total pro forma stockholders' equity by the pro forma number of common shares outstanding, assuming the combination had occurred on that date.

The following information should be read in conjunction with the separate audited historical consolidated financial statements and related notes of Bruker BioSciences and the Bruker BioSpin Group, the unaudited pro forma condensed combined financial information and related notes of Bruker BioSciences and the selected historical and selected unaudited pro forma financial data, either included or incorporated by reference into this proxy statement. See "Where You Can Find More Information" beginning on page [142] and "Bruker BioSpin Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page [93]. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the combination of the Bruker BioSpin Group had been consummated as of the beginning of the earliest period presented, nor is it necessarily indicative of the future operating results or financial position of the combined company.

	Nine Months Ended September 30,		Year Ended December 31,			
	2007	2006	2006	2005	2004	2003
HISTORICAL BRUKER BIOSCIENCES						
Basic Net Income (loss) from continuing operations per share	\$ 0.17	\$ 0.09	\$ 0.18	\$ 0.10	\$ (0.04)	\$ (0.17)
Diluted Net Income (loss) from continuing operations per share	\$ 0.16	\$ 0.09	\$ 0.18	\$ 0.10	\$ (0.04)	\$ (0.17)
Book value per share at the end of the period	\$ 2.24	\$ 1.73	\$ 1.87	\$ 2.27	\$ 2.36	\$ 2.32

	Nine Months Ended September 30,		Year Ended December 31,			
	2007	2006	2006	2005	2004	2003
HISTORICAL BRUKER BIOSPIN GROUP						
Book value at the end of the period* (in thousands)	\$ 410,761	\$ 355,442	\$ 385,735	\$ 335,160	\$ 339,166	\$ 321,531

* Aggregate book value of the combined Bruker BioSpin Group has been presented as the structure of the equity capitalization of certain Bruker BioSpin Group companies makes per share calculations impracticable.

	Nine Months Ended September 30,		Year Ended December 31,		
	2007	2006	2006	2005	2004
UNAUDITED BRUKER BIOSCIENCES PRO FORMA COMBINED					
Pro Forma Net Income from continuing operations per share Basic and Diluted	\$ 0.30	\$ 0.17	\$ 0.36	\$ 0.43	\$ 0.02
Pro forma book value per share at the end of the period	\$ 1.11				

PER SHARE MARKET PRICE DATA AND DIVIDEND INFORMATION

Bruker BioSciences common stock has been traded on the NASDAQ Global Select Market since August 4, 2000. There was no public market for Bruker BioSciences common stock prior to that date. The Bruker BioSpin Group companies' common stock is not, and has never

been, traded publicly. The following table sets forth, for the periods indicated, the high and low per share prices for Bruker

BioSciences common stock as reported on the NASDAQ Global Select Market. The prices reflect inter-dealer prices and do not include retail markups, markdowns or commissions.

Bruker BioSciences Common Stock Price

	For the Fiscal Year Ended December 31, 2007		For the Fiscal Year Ended December 31, 2006		For the Fiscal Year Ended December 31, 2005	
	High	Low	High	Low	High	Low
First Quarter	\$ 10.90	\$ 7.07	\$ 5.45	\$ 4.24	\$ 4.14	\$ 3.16
Second Quarter	\$ 11.56	\$ 8.08	\$ 6.26	\$ 4.52	\$ 4.49	\$ 3.07
Third Quarter	\$ 9.29	\$ 6.30	\$ 7.33	\$ 5.19	\$ 4.69	\$ 3.86
Fourth Quarter (through December 5, 2007)	\$ 12.45	\$ 8.42	\$ 8.47	\$ 6.70	\$ 5.60	\$ 3.97

Recent Share Price

On November 30, 2007, the last trading day before the combination was announced, the closing price of Bruker BioSciences common stock as reported on the NASDAQ Global Select Market was \$9.29 per share. The closing sale price of Bruker BioSciences common stock as reported on the NASDAQ Global Select Market on December 5, 2007 was \$12.23 per share. As of that date there were 132 holders of record of Bruker BioSciences common stock based on information provided by our transfer agent. The number of stockholders of record does not reflect the actual number of individual or institutional stockholders that own Bruker BioSciences common stock because most stock is held in the name of nominees. There are a substantially greater number of beneficial owners of Bruker BioSciences common stock.

The information above shows only historical prices. No assurances can be given as to the market prices of Bruker BioSciences common stock at any other time before or after the consummation of the combination.

Dividend Information

We have not declared or paid any dividends on Bruker BioSciences' common stock since our inception and do not intend to pay any dividends on our common stock in the foreseeable future. We currently intend to retain available funds for use in our business. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon, among other things, our financial condition, results of operations and capital requirements. The terms of some of our outstanding indebtedness and new credit facilities prohibit us from paying cash dividends.

Historically, the companies of the Bruker BioSpin Group have from time to time declared and paid dividends to shareholders from retained earnings. In accordance with German and Swiss law, dividends from the German and Swiss companies have been declared and paid only from retained earnings (after deduction of certain reserves) shown in the companies' local statutory financial statements, which differs from that shown on U.S. GAAP financial statements as a result of different bases of accounting.

In November 2007, Bruker BioSpin Invest declared a dividend to shareholders of 75 million Swiss Francs, or approximately \$66.7 million based on the exchange rate of \$0.89 U.S. Dollars per Swiss Franc as of December 5, 2007, which will be paid to shareholders in December, 2007 prior to the consummation of the proposed transactions. In July 2007, Bruker BioSpin Inc. declared and paid dividends to shareholders of \$5.0 million. In April 2007, Bruker BioSpin Invest declared and paid dividends to shareholders of \$37.6 million.

In 2006 and 2005, Bruker BioSpin Invest declared and paid dividends of approximately \$28.9 million and \$22.2 million, respectively. In 2006 and 2005, Bruker BioSpin Inc. declared and paid

dividends of \$0 and \$5.0 million respectively. In 2006 and 2005, Bruker Physik declared and paid dividends of approximately \$0.5 million and \$6.4 million, respectively.

The following table sets forth dividends declared by the combined Bruker BioSpin Group during the nine months ended September 30, 2007 and 2006, and for the fiscal years ended December 31, 2007, 2006, 2005, 2004, 2003 and 2002.

**Bruker BioSpin Group
Dividends Declared
(in thousands)**

Nine Months Ended September 30, 2007	Nine Months Ended September 30, 2006	Year Ended December 31,				
		2006	2005	2004	2003	2002
\$ 42,641	\$ 29,518	\$ 29,518	\$ 33,640	\$ 38,882	\$ 25,929	\$ 28,730

RISK FACTORS

In addition to the other information included or incorporated by reference in this proxy statement, including the Risk Factors contained in Bruker BioSciences' Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, you should carefully consider the matters described below relating to the proposed combination in deciding whether or not to vote for the proposals presented in this proxy statement. Additional risks and uncertainties not presently known to Bruker BioSciences or that are not currently believed to be material, if they occur, also may adversely affect the proposed combination of the Bruker BioSpin Group and/or the combined company post-combination.

Although Bruker BioSciences expects that the combination with the Bruker BioSpin Group will result in benefits to Bruker BioSciences, the combined company may not realize those benefits because of integration difficulties and other challenges.

The success of the combination with the Bruker BioSpin Group will depend, in part, on the ability of Bruker BioSciences to realize the potential synergies, cost savings and growth opportunities from integrating the business of the Bruker BioSpin Group with the business of Bruker BioSciences. Bruker BioSciences' success in realizing these benefits and the timing of this realization depends upon the successful integration of the operations of the Bruker BioSpin Group. The difficulties of combining the operations of the companies of the Bruker BioSpin Group with those of Bruker BioSciences' operating subsidiaries, Bruker AXS, Bruker Daltonics and Bruker Optics, include, among others:

consolidating research and development operations while preserving the research and development activities and important relationships of each of the operating subsidiaries;

retaining key employees;

consolidating corporate and administrative infrastructures;

integrating and managing the technology of the companies; and

minimizing the diversion of management's attention from ongoing business concerns.

Bruker BioSciences cannot assure you that the integration of the Bruker BioSpin Group will result in the realization of the full benefits which the company anticipates will result from the combination.

The market price of Bruker BioSciences common stock may decline as a result of the combination with the Bruker BioSpin Group.

The market price of Bruker BioSciences' common stock may decline as a result of the combination with the Bruker BioSpin Group if:

Bruker BioSciences does not achieve the perceived benefits of the combination as rapidly as, or to the extent anticipated by, financial or industry analysts; or

The effect of the combination on Bruker BioSciences' financial results is not consistent with the expectations of financial or industry analysts. Accordingly, investors may experience a loss as a result of a decreasing stock price and Bruker BioSciences may not be able to raise future capital, if necessary, in the equity markets.

As a result of the transactions, our overall debt level will increase, which may limit our ability to obtain future financing and may affect the growth of our business.

As a result of the transactions, our overall debt level will increase from approximately \$48.7 million at September 30, 2007, to approximately \$400.0 million at such date on a pro forma basis after giving effect to the transactions. After the completion of the transactions, our level of debt and

other obligations could have significant adverse consequences on the business and future prospects of the combined company, including the following:

the combined company may not be able to obtain financing in the future for working capital, capital expenditures, acquisitions, debt service requirements or other purposes;

less levered competitors could have a competitive advantage because they have lower debt service requirements; and

the combined company may be less able to take advantage of significant business opportunities and to react to changes in market or industry conditions than its competitors due to payments required on its credit facilities.

Some directors and executive officers of Bruker BioSciences have interests in the transactions that may differ from or are in addition to the interests of Bruker BioSciences stockholders, including, if the transactions are completed, the receipt of financial and other benefits.

Our chief executive officer and chairman of the board, Frank H. Laukien, and the other members of the Bruker BioSpin Group Shareholders own stock in both Bruker BioSciences and the Bruker BioSpin Group. Bruker BioSpin Group Shareholders own or control 100% of the shares of the Bruker BioSpin Group. 57,544,872 shares of Bruker BioSciences common stock will be issued to the Bruker BioSpin Group Shareholders, in connection with the combination. Following the combination, the Bruker BioSpin Group Shareholders, would own, in the aggregate, approximately 69% of the outstanding shares of common stock of Bruker BioSciences. The Bruker BioSpin Group Shareholders will also receive \$388 million in cash as part of the transaction consideration. In addition, prior to the closing of the transactions, the Bruker BioSpin Group companies will make a one time 75 million Swiss Franc dividend payment (approximately \$66.7 million based on the exchange rate of \$0.89 U.S. Dollars per Swiss Franc on December 5, 2007) to the Bruker BioSpin Group Shareholders. Although the Bruker BioSciences' board of directors appointed an independent special committee to determine the advisability of and to negotiate the terms of the transactions, you should take the potential conflicts of interest of the Bruker BioSpin Group Shareholders into account when considering the recommendations of the special committee and of the board of directors.

The combination with the Bruker BioSpin Group is subject to the receipt of consents and approvals from government entities that may not be received or that may impose conditions that could have an adverse effect on Bruker BioSciences following the completion of the transactions.

We cannot complete the combination with the Bruker BioSpin Group unless we and the Bruker BioSpin Group receive various consents, orders, approvals and clearances from antitrust and other authorities in the United States and possibly other countries. While we believe we will receive the requisite regulatory approvals from these authorities, there can be no assurance of this. In addition, the authorities may impose conditions on the completion of the transactions or require changes to the terms of the combination. For example, the authorities may require divestiture of certain assets as a condition of closing any or all of the transactions. Bruker BioSciences is not obligated to agree to divest material assets in order to obtain regulatory approval of the proposed combination with the Bruker BioSpin Group. While Bruker BioSciences does not currently expect that any such conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the combination with the Bruker BioSpin Group or imposing additional costs on Bruker BioSciences.

The issuance of 57,544,872 shares of Bruker BioSciences common stock to the shareholders of the Bruker BioSpin Group companies in the combination will substantially reduce the percentage interests of Bruker BioSciences stockholders.

If the transactions are completed, 57,544,872 million shares of Bruker BioSciences common stock will be issued to current shareholders of the Bruker BioSpin Group, and former Bruker BioSpin Group shareholders will own approximately 69% of the outstanding common stock of Bruker BioSciences after the transactions. The issuance of these shares to current shareholders of the Bruker BioSpin Group will cause a reduction in the relative percentage interests of current Bruker BioSciences stockholders in earnings, voting, liquidation value and book and market value. The issuance of shares of Bruker BioSciences common stock at any implied premium would likely result in dilution to the market price of Bruker BioSciences common stock. The issuance of additional shares in future transactions could further reduce the percentage interests of current Bruker BioSciences stockholders and Bruker BioSpin Group shareholders.

The Bruker BioSpin Group operates in a mature market and has achieved a high market share and, as a result, the potential for future growth may be limited.

The markets for NMR, research MRI and EPR are well established. The Bruker BioSpin Group has a high market share and, as a result, future growth may be limited to the growth of the overall market for NMR, research MRI and EPR products. While this growth has been steady, when measured over long time periods, future growth may depend on new applications developed by academic and industrial customers, and in most cases outside the control of the Bruker BioSpin Group.

The increasing prices of metal raw materials and superconducting wire could adversely affect the gross margins and profitability of the Bruker BioSpin Group and its superconducting wire business.

The last few years have seen sharp increases in the prices for various raw materials, in part due to high demand from developing countries. The Bruker BioSpin Group relies on some of these materials for the production of its products. In particular, for the Bruker BioSpin Group's superconducting magnet production, both for the horizontal and vertical magnet series, the Bruker BioSpin Group relies on the availability of copper, steel and the metallic raw materials for traditional low-temperature superconducting wires. Higher prices for these commodities will increase the production cost of superconducting wires and superconducting magnets and may adversely affect gross margins.

The price of copper has increased significantly over the last decade. Since copper is a main constituent of low temperature superconductors, this may affect the price of superconducting wire. This type of increase would have an immediate effect on the production costs of superconducting magnets and may negatively affect the profit margins for those products. In addition, an increase in raw material cost affects the production cost of the superconducting wire produced by the Bruker BioSpin Group.

The emerging risk of liquid helium becoming scarce and significantly more expensive could dampen the demand for NMR and research MRI products.

The demand for helium has risen sharply over the last decade. The superconducting magnets used in magnetic resonance rely on liquid helium for their operation. The high global demand, in combination with a shortage in supply, has caused prices for liquid helium to rise significantly. This has an adverse effect on the operating costs for magnetic resonance equipment, and may dampen demand for NMR, EPR and research MRI magnets in the future.

The Bruker BioSpin Group has always operated as a private company and does not have in place the financial organization, reporting and controls necessary for a public company.

Since its formation, the Bruker BioSpin Group has always operated as a private company. It has never put in place the financial organization, reporting and controls which are required for a U.S. public company. The cost of implementing this type of financial organization, reporting and controls may be significant, and compliance with U.S. public company requirements, including those implemented as part of the Sarbanes-Oxley Act 2002, may have an adverse effect on the operations of the Bruker BioSpin Group. If those limitations caused Bruker BioSciences to miss a reporting deadline or otherwise not comply with an applicable law or regulation, Bruker BioSciences might, among other things, be unable to use a Form S-3 registration statement for twelve months, have a material weakness in its internal controls or violate its bank covenants.

The Bruker BioSpin Group develops and manufactures superconducting magnets with significant product liability risks.

The nuclear magnetic resonance (NMR), research magnetic resonance imaging (MRI), Fourier transform mass spectrometry (FTMS), and certain electron paramagnetic resonance (EPR) magnets of the Bruker BioSpin Group utilize high magnet fields and cryogenics to operate at approximately 4 Kelvin, the temperature of liquid helium. There is an inherent risk of potential product liability due to the existence of these high magnetic fields, associated stray fields outside the magnet, and the handling of the cryogens associated with superconducting magnets.

The Bruker BioSpin Group depends on various sole source suppliers.

The Bruker BioSpin Group obtains various components for its products from sole or limited source suppliers. There are limited, if any, available alternatives to these suppliers. The existence of shortages of these components or the failure of delivery with regard to these components could have a material adverse effect upon the Bruker BioSpin Group's revenues and margins. In addition, price increases from these suppliers could have a material adverse effect upon the gross margins of the Bruker BioSpin Group.

CAUTIONARY INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This proxy statement contains such "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this proxy statement, and they may also be made a part of this proxy statement by reference to other documents filed with the Securities and Exchange Commission by Bruker BioSciences, which is known as "incorporation by reference." These statements may include statements regarding the period following completion of the transactions. Words such as "anticipate," "estimate," "expects," "projects," "intends," "plans," "believes" and words and terms of similar substance used in connection with any discussion of future operating or financial performance, or the combination with the Bruker BioSpin Group, identify forward-looking statements. All forward-looking statements are management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, including the risks described under "Risk Factors" in this proxy statement and in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Stockholders are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this proxy statement or the date of the document incorporated by reference in this proxy statement. Bruker BioSciences is not under any obligation, and expressly disclaims any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

For additional information about factors that could cause actual results to differ materially from those described in the forward-looking statements, please see the quarterly reports on Form 10-Q and the annual reports on Form 10-K that Bruker BioSciences has filed with the Securities and Exchange Commission.

All subsequent forward-looking statements attributable to Bruker BioSciences or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

STOCKHOLDER MEETING

This proxy statement and the enclosed Proxy Card are furnished in connection with the solicitation of proxies by the board of directors of Bruker BioSciences for use at the 2008 Special Meeting of Stockholders and at any adjournment thereof. The approximate date on which this proxy statement and form of proxy are first being sent to stockholders is December [], 2007.

Date, Time and Place of Stockholder Meeting

As set forth in the notice of meeting, the Bruker BioSciences 2008 Special Meeting of Stockholders is scheduled to be held on [January 30], 2008 at 9:00 a.m. at the office of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts.

Purpose

The stockholder meeting is being held so that stockholders may consider and vote on:

a proposal to approve the transactions contemplated by the U.S. stock purchase agreement, dated as of December 2, 2007, by and among Bruker BioSciences, Bruker BioSpin Inc. and the stockholders of Bruker BioSpin Inc. relating to the acquisition of Bruker BioSpin Inc. by Bruker BioSciences;

a proposal to approve the transactions contemplated by the German share purchase agreement, dated as of December 2, 2007, by and among Bruker BioSciences, Bruker Physik, Bruker Optik, Bruker Daltonik, SciTec, Techneon and the shareholders of Bruker Physik and Techneon relating to the acquisition of Bruker Physik by Bruker BioSciences;

a proposal to approve the transactions contemplated by the Swiss merger agreement, dated as of December 2, 2007, by and among Bruker BioSciences, Bruker BioSpin Invest, Bruker BioSpin Beteiligungs and the shareholders of Bruker BioSpin Invest relating to the merger of Bruker BioSpin Beteiligungs with and into Bruker BioSpin Invest, and to approve the issuance of shares of Bruker BioSciences common stock in connection with the merger;

a proposal to amend the Bruker BioSciences certificate of incorporation to increase the number of shares of common stock authorized for issuance from 200,000,000 to 260,000,000;

a proposal to amend the Bruker BioSciences amended and restated stock option plan to increase the number of shares of common stock for which options and restricted stock may be granted under the stock option plan from 8,000,000 to 10,000,000;

a proposal to amend the Bruker BioSciences certificate of incorporation to change the name of Bruker BioSciences Corporation to Bruker Corporation;

a proposal to elect one Class II Director to hold office until the 2008 Annual Meeting of Stockholders and one Class III Director to hold office until the 2009 Annual Meeting of Stockholders; and

to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Although the above proposals are separate matters to be voted upon by the stockholders of Bruker BioSciences in connection with the various transactions, the first through the third proposals are expressly conditioned upon the approval of the other two proposals. Even if the stockholders of Bruker BioSciences approve one of these proposals, Bruker BioSciences will not complete the transaction contemplated by that proposal unless the stockholders also approve the other proposals, so that all transactions can be completed as described in this proxy statement.

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Although the above proposals are separate matters to be voted upon by the stockholders of Bruker BioSciences in connection with the various transactions, the fourth through the seventh proposals are expressly conditioned upon the approval of the other proposals. Even if the stockholders of Bruker

BioSciences approve one of these proposals, Bruker BioSciences will not complete the transaction contemplated by that proposal unless the stockholders also approve the other proposals, so that all transactions can be completed as described in this proxy statement.

Record Date

Only stockholders of record at the close of business on December 18, 2007 are entitled to notice of and to vote at the Special Meeting. On December 18, 2007, Bruker BioSciences had outstanding and entitled to vote [] shares of common stock. Each outstanding share of common stock entitles the record holder to one vote. Votes will be tabulated by our transfer agent and the inspector of elections, who will be one of our employees or one of our attorneys.

Vote Required for Approval

Transactions and Share Issuance. The transactions contemplated by each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, including the share issuance, must be approved by the affirmative vote of the holders of a majority of the shares of Bruker BioSciences common stock present or represented by proxy at the Special Meeting and entitled to vote. The transactions contemplated by the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement must also be approved by the affirmative vote of holders of shares of Bruker BioSciences common stock who are unaffiliated with the Bruker BioSpin Group Shareholders and who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting.

Proposals to Amend our Certificate of Incorporation. The affirmative vote of the holders of a majority of the shares of Bruker BioSciences common stock outstanding as of the record date is required to adopt and approve each of the proposals to amend our certificate of incorporation.

Amendment to Stock Option Plan. The affirmative vote of the holders of a majority of the shares of Bruker BioSciences common stock present or represented by proxy at the Special Meeting and entitled to vote is required to approve the amendment to the Amended and Restated 2000 Stock Option Plan.

Elections of Directors. Directors shall be elected by a plurality of the votes of the shares of common stock present in person or represented by proxy at the Special Meeting and entitled to vote. This means that the two candidates for election as directors at the Special Meeting who receive the highest number of affirmative votes will be elected.

As of the record date, Bruker BioSciences directors and executive officers and their affiliates owned approximately 52% of the outstanding shares of Bruker BioSciences' common stock. The Bruker BioSpin Group Shareholders, including Frank H. Laukien, Dirk Laukien and Joerg Laukien, who are parties to the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, have covenanted under the terms of those agreements to vote all of their shares of Bruker BioSciences in favor of the transactions and related share issuance. These shares represent approximately 52% of the voting power of Bruker BioSciences entitled to vote at the stockholder meeting and, under our bylaws and NASDAQ rules, are sufficient to approve the proposals regarding the transactions and related share issuance. However, the terms of each transaction agreement provide that the transactions contemplated by the transaction agreements are subject to approval by holders of shares of Bruker BioSciences common stock who are unaffiliated with the Bruker BioSpin Group Shareholders and who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting.

Voting of Proxies; Quorum; Abstentions and Broker Non-Votes

If the enclosed Proxy Card is properly executed and returned, it will be voted in the manner directed by the stockholder. If no instructions are specified with respect to any particular matter to be

acted upon, proxies will be voted in favor of such matter. 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, by giving written notice of revocation to the Secretary of Bruker BioSciences at 40 Manning Road, Billerica, Massachusetts 01821 at any time before the proxy is exercised or by granting a subsequently dated proxy. 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.

The holders of a majority in interest of all of the Bruker BioSciences common stock, par value \$.01 per share, issued, outstanding and entitled to vote are required to be present in person or be represented by proxy at the Special 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.

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 vote to elect directors. Broker non-votes are not deemed to be present or represented for purposes of determining whether stockholder approval of that matter has been obtained, but they are counted as present for purposes of determining the existence of a quorum at the Special Meeting.

Solicitation of Proxies

Bruker BioSciences will bear the cost of the solicitation. Although it is expected that the solicitation will be primarily by mail, regular employees or representatives of Bruker BioSciences (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 Bruker BioSciences.

Recommendations of the Board of Directors

The board of directors of Bruker BioSciences unanimously determined that each of the transaction agreements and the transactions contemplated by the transaction agreements including the combination with the Bruker BioSpin Group are advisable, voted to approve each of the transaction agreements and recommends that the stockholders vote:

FOR Proposal No. 1, the purchase of Bruker BioSpin Inc.;

FOR Proposal No. 2, the purchase of Bruker Physik and Techneon;

FOR Proposal No. 3, the approval of a merger agreement with Bruker BioSpin Invest to acquire the equity of Bruker BioSpin Invest;

FOR Proposal No. 4, the amendment to the certificate of incorporation to increase the number of shares of common stock authorized for issuance from 200,000,000 to 260,000,000;

FOR Proposal No. 5, the amendment to the amended and restated stock option plan to increase the number of shares of common stock for which options and restricted stock may be granted under the stock option plan from 8,000,000 to 10,000,000;

FOR Proposal No. 6, the amendment to the certification of incorporation to change our name to Bruker Corporation; and

FOR the election of each of the directors nominated for election in Proposal No. 7.

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

PROPOSALS 1 THROUGH 3: THE TRANSACTIONS AND THE ISSUANCE OF SHARES IN CONNECTION WITH THE COMBINATION

This section of the proxy statement describes material aspects of each of the proposed transactions, including the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement and the related issuance of Bruker BioSciences shares of common stock. While we believe that the following description covers the material terms of the combination, this summary may not contain all of the information that is important to you. You should read this entire proxy statement and the other documents which are attached or incorporated by reference carefully for a more complete understanding of the combination.

General

Bruker BioSciences' board of directors is using this proxy statement to solicit proxies from the holders of Bruker BioSciences common stock for use at the Bruker BioSciences Special Meeting.

Proposals

At the Special Meeting, holders of Bruker BioSciences common stock are being asked to vote on, among other items, the acquisitions of Bruker BioSpin Inc., Bruker Physik, and Techneon and the merger of Bruker BioSpin Beteiligungs with and into Bruker BioSpin Invest, and the issuance of shares of Bruker BioSciences common stock in connection with the transactions.

The combination will not be completed unless Bruker BioSciences' stockholders approve each of the transactions and the issuance of shares of Bruker BioSciences common stock in connection with the transactions.

Background of the Combination

From time to time, the board of directors of Bruker BioSciences and the Bruker BioSpin Group Shareholders, each have separately considered strategic alternatives and business combinations.

During January, February and March 2007, the Bruker BioSpin Group Shareholders considered the possibility of a business combination with Bruker BioSciences. While the Bruker BioSpin Group Shareholders did not reach any conclusion during their discussions, the Bruker BioSpin Group Shareholders agreed that they would continue their internal deliberations.

On April 2, 2007, during a telephonic meeting of the board of directors of Bruker BioSciences, Frank Laukien, the Chairman, Chief Executive Officer and President of Bruker BioSciences, who is also one of the owners of the Bruker BioSpin Group and an officer and director of various of the Bruker BioSpin Group of companies, informed the Bruker BioSciences board of directors of the possible interest of the Bruker BioSpin Group Shareholders in considering a business combination. The board discussed the possibility of a potential transaction and various considerations relating to such a transaction. The board considered the establishment of a special committee to deal with such a possible transaction, but determined that the topic should be deferred pending further consideration at the next board meeting.

After the April 2, 2007 Bruker BioSciences Board telephonic meeting, the independent directors of Bruker BioSciences established an informal working group of independent directors to consider the possibility of a future business combination with the Bruker BioSpin Group. William Linton, the lead director of Bruker BioSciences, was joined on the informal working group by Collin D'Silva and Richard Kniss.

In April 2007, the independent working group established informal contacts with three investment banks in order to obtain their initial reaction and informal views on a potential acquisition of the

Bruker BioSpin Group. Two investment banks were invited to give telephonic presentations to the informal working group in April 2007, including strategic rationale, potential investor perception and potential valuation ranges.

At a May 2, 2007 board of directors meeting of Bruker BioSciences, Mr. Linton presented the board with an update of the informal working group's views on a potential business combination with the Bruker BioSpin Group, assuming the Bruker BioSpin Group Shareholders would be interested in pursuing such a transaction. Frank Laukien and William Knight, the Bruker BioSciences Chief Financial Officer, also informed the board that several significant financial investors in Bruker BioSciences during recent visits to the company and during phone conversations had urged Bruker BioSciences to very seriously consider and explore a potential combination with the Bruker BioSpin Group.

During April, May, June and July 2007, the Bruker BioSpin Group Shareholders continued their deliberations concerning the desirability of a potential combination with Bruker BioSciences while the independent working group of the Board had various discussions with Frank Laukien regarding the possible transaction.

On July 18, 2007, four of the owners of the Bruker BioSpin Group met and decided that the feasibility, desirability and structural/tax consequences of a business combination with Bruker BioSciences should be more seriously explored and that discussions of that topic with the independent directors on the board of Bruker BioSciences should be initiated.

On August 1, 2007, at a meeting of the Bruker BioSciences board of directors, Frank Laukien informed the Board of this more serious interest from the owners of the Bruker BioSpin Group. The board engaged in an extensive discussion regarding the rationale for a possible business combination and strategic alternatives. Among the topics discussed were the benefit to customers, the impact on the public stockholders of Bruker BioSciences, synergies, the Bruker BioSpin Group financial results and the Bruker BioSpin Group forecast. The various conflicts present in connection with a possible transaction with the Bruker BioSpin Group were also discussed. The board decided that if the matter were to proceed, it should do so under the auspices of the independent directors. As a result, the board of directors created a special committee of independent directors, consisting of Messrs. Linton, D'Silva and Kniss, and chaired by lead director William Linton.

All members of the special committee are independent directors within the meaning of the listing standards of the NASDAQ Stock Market, and are unaffiliated with the Bruker BioSpin Group Shareholders. The tasks of the special committee were: (i) to consider the advisability of the proposed acquisition of the Bruker BioSpin Group, (ii) if it concluded that the acquisition was advisable, to negotiate on behalf of Bruker BioSciences, (iii) to negotiate the terms of the acquisition, and (iv) to recommend to the board of directors of Bruker BioSciences whether the acquisition was in the best interest of the stockholders of Bruker BioSciences who are not affiliated with the Bruker BioSpin Group Shareholders. The special committee was authorized to retain its own financial and legal advisers to assist it in discharging those responsibilities. The board received presentations on the Bruker BioSpin Group by Barbara Burgess, the Vice President of Finance and Chief Accounting Officer of the Bruker BioSpin Group companies located in the United States, Mark Chaykovsky, the Executive Vice President of U.S. NMR Sales for the Bruker BioSpin Group and Werner Maas, an Executive Vice President of the Bruker BioSpin Group.

During the August 1, 2007 board meeting, the owners of the Bruker BioSpin Group also communicated that Dirk Laukien and Joerg Laukien together would be the designated negotiators for the Bruker BioSpin Group, and that Bernhard Wangler would in particular represent the interests of Bruker BioSpin's largest shareholder Isolde Laukien. It was also determined that for the purposes of a potential Bruker BioSciences acquisition of the Bruker BioSpin Group, Frank Laukien, as well as director and counsel Richard Stein and his law firm Nixon Peabody LLP, would support all parties in

the process in a neutral fashion with information, due diligence, tax and structure advice and logistical support, but would not be negotiating for either party.

On August 13, 2007, the special committee held its first meeting. At that meeting, the committee retained Dewey & LeBoeuf LLP to act as its legal advisor. Dewey Ballantine LLP, a predecessor of Dewey & LeBoeuf, previously acted as legal advisor to the special committee of Bruker BioSciences' board of directors in connection with the acquisition of Bruker Optics Inc. and as advisor to the special committee of Bruker Daltonics' board of directors in connection with its merger with Bruker AXS in 2003. Also at that meeting, the committee members reviewed their qualifications and confirmed that they were free from conflicts of interest with respect to the Bruker BioSpin Group owners. Representatives of Dewey & LeBoeuf briefed the committee on its fiduciary duties and the anticipated operation of the special committee process.

On August 16, 2007, the special committee interviewed potential financial advisors. The committee subsequently determined to retain Bear Stearns & Co. Inc. as its financial advisor. Bear Stearns previously acted as financial advisor to the special committee of Bruker BioSciences' board of directors in connection with the acquisition of Bruker Optics Inc. and as financial advisor to the special committee of Bruker Daltonics' board of directors in connection with its merger with Bruker AXS in 2003.

Throughout the period from mid-August through the end of November 2007, members of Bruker BioSpin Group management, members of the special committee and their respective financial, legal and tax advisors in the United States, Germany and Switzerland engaged in a series of meetings, telephone conference calls and email exchanges to consider and discuss various valuation, structural, due diligence and tax issues related to the proposed business combination, including those meetings referred to below.

On September 4, 2007, representatives of the Bruker BioSpin Group presented a corporate and financial overview of the Bruker BioSpin Group to Bruker BioSciences management, Bear Stearns and Dewey & LeBoeuf.

On September 12, 2007, the special committee met with its advisors to receive a report of the results of the September 4, 2007 meeting and to discuss the structure of the transaction proposed by Bruker BioSciences and Bruker BioSpin Group management. At this meeting, Bear Stearns provided the special committee with its preliminary views regarding financial information relating to the Bruker BioSpin Group.

On September 14, 2007, representatives of the Bruker BioSpin Group delivered a telephonic and powerpoint webex presentation to the special committee and its advisors regarding the Bruker BioSpin Group's business and historical financial results.

On September 19, 2007, the special committee met with its advisors. At this meeting, the committee and Bear Stearns discussed the preliminary, pre-due diligence valuation of the Bruker BioSpin Group and the special committee's perspectives as to the strategic rationale for the combination. The special committee directed Bear Stearns to deliver to the owners of the Bruker BioSpin Group the committee's preliminary view on valuation.

That same day, representatives of Bear Stearns met with Dirk Laukien, Joerg Laukien, Frank Laukien and William Knight, the Chief Financial Officer of Bruker BioSciences. At that meeting, Bear Stearns presented the special committee's preliminary view on the valuation of the Bruker BioSpin Group.

On September 30, 2007, on behalf of the special committee, Mr. Linton met in person and telephonically with Dirk Laukien, Joerg Laukien, Frank Laukien and Bernhard Wangler to receive the

views of the owners of Bruker BioSpin as to the valuation of the Bruker BioSpin Group, with Mark Chaykovsky and William Knight in attendance.

On October 2, 2007, representatives of Bear Stearns met with Dirk Laukien, Frank Laukien and William Knight to discuss the proposed valuation of the Bruker BioSpin Group, potential synergies arising from a combination of Bruker BioSciences and the Bruker BioSpin Group and Bruker BioSciences' strategic rationale for the combination.

On October 3, 2007, the special committee met with its advisors and Bruker BioSciences management. At this meeting, Mr. Linton reported the results of the September 30, 2007 meeting and representatives of Bear Stearns reported the results of the October 2, 2007 meeting. Bruker BioSciences management delivered to the special committee an analysis of Bruker BioSciences' strategic rationale for the possible combination and potential synergies arising from such combination. The special committee discussed the proposed valuation of the Bruker BioSpin Group with its advisors. Also at that meeting, representatives of Dewey & LeBoeuf led a discussion of the special committee's fiduciary duties.

On October 4, 2007, on behalf of the special committee, Mr. Linton met with Dirk Laukien and Frank Laukien to discuss, among other things, the special committee's view as to the valuation of the Bruker BioSpin Group. The following day, the shareholders of the Bruker BioSpin Group communicated to the special committee their revised view as to the valuation of the Bruker BioSpin Group.

On October 9, 2007, the special committee met with its advisors to review the status of the negotiations with the owners of the Bruker BioSpin Group regarding valuation. After a thorough review of the prospects of the Bruker BioSpin Group and potential synergies from the combination, the special committee authorized Mr. Linton to convey an updated view as to the valuation of the Bruker BioSpin Group.

On October 11, 2007, a proposed letter of intent was presented to the shareholders of the Bruker BioSpin Group by Dewey & LeBoeuf on behalf of the special committee.

On October 12, 2007, a non-binding letter of intent was executed by all parties. The letter of intent provided, among other things, for a purchase price of \$388 million in cash, a number of Bruker BioSciences shares equal to \$526 million based on the trailing ten trading day average closing price of Bruker BioSciences common stock ending two trading days prior to the signing of the transaction agreement, provided that the average closing price was between \$8.25 and \$9.15 per share, a pre-closing dividend payable by Bruker BioSpin Group to its shareholders of \$66 million (later modified to 75 million Swiss francs) and commitments by these shareholders to negotiate exclusively with Bruker BioSciences and to grant Bruker BioSciences and its advisors full access to its operations to conduct due diligence. The letter of intent also provided that the execution of definitive agreements for the transaction would be conditioned on delivery of satisfactory Bruker BioSpin Group financial statements as of and for the periods ended September 30, 2007 and 2006 and the satisfactory completion by Bruker BioSciences of its financial, legal and business due diligence investigation of the Bruker BioSpin Group.

The special committee's advisors initially met with representatives of the Bruker BioSpin Group to commence their due diligence investigation on October 16, 2007. During the following weeks, the special committee's advisors met with Bruker BioSpin Group representatives on numerous occasions, reviewed legal and financial documents and conducted site visits at Bruker BioSpin Group facilities.

On behalf of the special committee, Dewey & LeBoeuf transmitted the initial draft of the U.S. stock purchase agreement on November 7, 2007, and on November 14, 2007 Dewey & LeBoeuf transmitted the initial drafts of the Swiss agreement and plan of merger and the German share purchase agreement. On November 19, 2007, the special committee received comments to the stock

purchase agreements and the merger agreement from the Bruker BioSpin Group owners. From November 19, 2007 to December 1, 2007, Dewey & LeBoeuf conducted numerous conference calls with representatives of the Bruker BioSpin Group owners and representatives of the special committee during which the comments of the parties were discussed and resolved.

On November 9, 2007, the special committee met with its advisors to receive an update on the progress of the due diligence efforts of Bear Stearns, Dewey & LeBoeuf and Pestalozzi Lachenal Patry.

On November 13, 2007, Bear Stearns presented to the special committee the preliminary results of its review of the financial aspects of the proposed combination. Also at that meeting, Dewey & LeBoeuf updated the special committee on their legal due diligence findings.

At a meeting of the special committee on November 16, 2007, Bruker BioSciences' financial management reported to the special committee its observations with respect to the internal controls, accounting policies and financial reporting function of the Bruker BioSpin Group.

On November 19, 2007, the special committee met to receive an update on the status of the negotiations and ongoing due diligence review of the Bruker BioSpin Group. Independent directors of Bruker BioSciences who were not members of the special committee also participated in the meeting. At that meeting, Bear Stearns presented a draft of its financial analysis related to the proposed acquisition of the Bruker BioSpin Group.

On November 30, 2007, the special committee met with its advisors to discuss the status of the negotiation of the transaction agreements.

On December 1, 2007, the Bruker BioSpin Group unaudited financial statements as of and for the periods ended September 30, 2007 and 2006 and the audited financial statements as of and for the periods ended December 31, 2006 and 2005 were distributed to the Bruker BioSciences board of directors.

On December 2, 2007, the special committee met with its advisors, representatives of Ernst & Young LLP, the independent auditors of the Bruker BioSpin Group, and representatives of Bruker BioSpin and Bruker BioSciences management to discuss the financial statements of the Bruker BioSpin Group and the results of the Ernst & Young audit of the annual statements and its review of the September 30, 2007 and 2006 statements. Independent directors of Bruker BioSciences who were not members of the special committee also participated in the meeting.

Also at this meeting, Bear Stearns delivered its oral opinion, which was subsequently confirmed in writing, that as of December 2, 2007, and based upon and subject to the assumptions, qualifications and limitations set forth in the written opinion, the aggregate consideration to be issued in the transactions was fair, from a financial point of view, to the holders of Bruker BioSciences shares, excluding the holders of Bruker BioSciences shares who also own shares of the Bruker BioSpin Group companies. Dewey & LeBoeuf provided a summary of the terms of the transaction. The special committee then voted unanimously to approve the transaction and to recommend its approval by the full board of Bruker BioSciences.

A meeting of the Bruker BioSciences board of directors was convened immediately after the adjournment of the special committee meeting, at which the special committee reported on its vote, after which the independent members of the board also unanimously voted in favor of the transaction and recommended that it be approved and adopted by the stockholders of Bruker BioSciences.

Reasons for the Combination

The Bruker BioSciences board of directors and the Bruker BioSciences special committee considered a number of factors and additional benefits for Bruker BioSciences' stockholders that could result from the combination. These factors and potential benefits include:

The complementary nature of the businesses of Bruker BioSciences' subsidiaries, Bruker AXS, Bruker Daltonics and Bruker Optics, with that of the Bruker BioSpin Group would allow for potential strategic benefits, including enhancing Bruker BioSciences' position as a leading tools supplier for life science and materials research, offering a broader technology base, and providing an increased distribution, sales and service infrastructure;

Acquiring the Bruker BioSpin Group would allow Bruker BioSciences to increase its critical mass competitively and improve its worldwide geographical distribution coverage in the Americas, Europe and Asia;

The combined companies, with expected 2007 pro forma revenues of greater than \$900 million, together will be able to better leverage the excellent "Bruker" brand recognition among customers, and will make the combined company a large player in the analytical instruments and life-science tools industry; the nearly doubled larger overall combined company size may positively affect certain customer vendor selections in cases where customers prefer to buy from large companies in the industry.

The sales groups of Bruker BioSciences' subsidiaries and the Bruker BioSpin Group will be able to offer jointly each other's products, providing opportunities to supply customers with unique equipment packages that have a broader range of applications and value. In selected locations, Bruker BioSciences' products can be showcased together with the Bruker BioSpin Group's products, providing greater visibility to customers and emphasizing the synergies among the products;

The combination offers certain cost savings in areas of marketing through the use of joint representation at trade shows and other events. In addition, lead generation can increase for the integrated company as customer databases are integrated;

Joint R&D projects can offer opportunities to provide new solution strategies for customers;

The NMR technologies of the Bruker BioSpin Group and the accurate-mass electrospray time-of-flight (ESI-TOF) mass spectrometers of Bruker Daltonics are particularly complementary in small molecule analysis applications in metabolomics, nutritional research, toxicology, forensics, and small molecule biomarker research and validation;

The ultra-high field NMR technologies of the Bruker BioSpin Group and the single-crystal diffraction X-ray spectrometers of Bruker AXS are particularly complementary in small molecule and protein three-dimensional structure determination;

The combined Bruker BioSpin and Bruker Daltonics operating companies will post-closing explore a combined effort in clinical research systems, molecular diagnostics and molecular imaging, drawing primarily on NMR, research MRI and mass spectrometry technologies;

The established corporate governance, as well as the financial and controlling organizations of Bruker BioSciences, can assist the Bruker BioSpin Group in NASDAQ and SEC compliance, introduction of Sarbanes-Oxley control processes, etc. in a cost-effective manner, and without significant expected increases in the general and administrative expenses of the Bruker BioSpin Group;

The transaction on a pro forma basis is highly accretive for Bruker BioSciences shareholders for the year 2006 and for the nine-month period ending September 30, 2007;

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The debt leverage planned after the closing of the transaction and the funding of the planned senior credit facility is considered conservative, the interest spreads achieved are considered favorable, the planned debt push-down structure is considered reasonably tax effective, and the combined expected cash-flow profile of the combined companies is expected to allow steady interest payments and significant principal repayments over the five year term of the senior credit facility;

Various financial investors in Bruker BioSciences in 2007 have expressed a strong preference for a potential acquisition by Bruker BioSciences of the Bruker BioSpin Group, if done for a reasonable valuation and parameters; these financial investors, not affiliated with the shareholders of the Bruker BioSpin Group, urged the Bruker BioSciences management to pursue this transaction, as the investors expect additional opportunities to increase shareholder value from the combination; and

The oral opinion of Bear Stearns to the Bruker BioSciences special committee on December 2, 2007, subsequently confirmed by a written opinion, also dated December 2, 2007, that, as of December 2, 2007, and based upon and subject to the assumptions, qualifications, and limitations set forth therein, the aggregate consideration to be issued in the transactions was fair, from a financial point of view, to the holders of Bruker BioSciences shares, excluding the holders of Bruker BioSciences shares who also own shares of the Bruker BioSpin Group companies. The full text of Bear Stearns' written opinion, dated December 2, 2007, which sets forth the assumptions made, matters considered and limitations on the review undertaken by Bear Stearns, is attached as **Annex B** and is incorporated into this proxy statement by reference.

In addition, the Bruker BioSciences' board of directors took into consideration the unanimous recommendation of the Bruker BioSciences' special committee.

The Bruker BioSciences' board of directors and the Bruker BioSciences' special committee also identified a number of risks and uncertainties in its deliberations concerning the acquisition, including the following:

The need to integrate the Bruker BioSpin Group into Bruker BioSciences' financial and information systems;

The risk of diverting management focus and resources from other strategic opportunities and from operational matters while working to implement the combination;

The risk that the combination would not be consummated; and

The risks associated with incurring long-term debt obligations in connection with the financing of the transactions.

The foregoing discussion of the factors considered by the Bruker BioSciences board of directors and the special committee is not intended to be exhaustive but summarizes the material factors considered by the Bruker BioSciences board of directors and the special committee in making its recommendation. In view of the wide variety of factors considered by the Bruker BioSciences board of directors and special committee, neither found it practical to and did not quantify or assign any relative or specific weights to the preceding factors or determine that any factor was of particular importance, nor did it specifically characterize any factor as positive or negative, except as described above. The Bruker BioSciences board of directors and the special committee viewed its decision and recommendation as being based on the totality of the information presented. In addition, individual members of the Bruker BioSciences board of directors and the special committee may have given differing weights to differing factors and may have viewed certain factors more positively or negatively than others. Throughout its deliberations, the Bruker BioSciences board of directors and the special

committee consulted with Bruker BioSciences management and their respective legal and financial advisors.

The Bruker BioSciences board of directors and the special committee each concluded that certain of these risks could be managed or mitigated and others were unlikely to occur or have a material impact on the combined company or the transactions, and that, on balance, the potential benefits of the combination outweighed the risks of the combination. For these reasons, the Bruker BioSciences board of directors and the special committee determined the stock purchase agreements and the merger agreement and the transactions contemplated by them, including the issuance of Bruker BioSciences shares as a part of the consideration, are advisable, fair to and in the best interests of Bruker BioSciences and its stockholders, including unaffiliated stockholders, approved (or, in the case of the Bruker BioSciences special committee, recommended approval of) the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement and recommended that holders of Bruker BioSciences common stock approve the transactions contemplated by the U.S. and German purchase agreements and the Swiss merger agreement, including the issuance of Bruker BioSciences common stock in connection with the combination with the Bruker BioSpin Group.

Recommendation of the Board of Directors and Special Committee

By unanimous vote of the Bruker BioSciences special committee, the Bruker BioSciences special committee determined that the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement and the transactions contemplated by each of them, including the issuance of Bruker BioSciences shares as a part of the consideration for the combination, are advisable, fair to and in the best interests of Bruker BioSciences and its stockholders, including unaffiliated stockholders, voted to recommend approval of the U.S. and German purchase agreements and the Swiss merger agreement by the board of directors of Bruker BioSciences. By the unanimous vote of the members of the board of directors present at the board meeting and who voted on the transaction (all non-independent directors, namely Frank H. Laukien, Joerg Laukien, Bernhard Wangler and Richard Stein, recused themselves from voting) at the board meeting at which the transaction agreements were considered and voted upon, the Bruker BioSciences board of directors determined that the U.S. and German purchase agreements and the Swiss merger agreement as proposed and the transactions contemplated by them, including the combination and related issuance of shares, are advisable, fair to and in the best interests of Bruker BioSciences and its stockholders, approved the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement and recommended that holders of Bruker BioSciences common stock vote FOR the transactions contemplated by the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, including the issuance of Bruker BioSciences common stock as part of the consideration for the combination with the Bruker BioSpin Group.

In considering the recommendation of the Bruker BioSciences board of directors with respect to the combination with the Bruker BioSpin Group and related issuance of shares, you should be aware that certain directors and executive officers of Bruker BioSciences may have interests in the combination that are different from, or are in addition to, the interests of Bruker BioSciences stockholders. Please see the section entitled "Interests of Certain Directors and Executive Officers in the Combination" that begins on page [44] of this proxy statement.

Opinion of the Special Committee's Financial Advisor

Overview

Pursuant to an engagement letter dated September 6, 2007, the Bruker BioSciences special committee retained Bear Stearns to act as its financial advisor with respect to a possible transaction with the Bruker BioSpin Group. In selecting Bear Stearns, the Bruker BioSciences special committee considered the fact that Bear Stearns is an internationally recognized investment banking firm with substantial experience advising companies in the healthcare industry as well as substantial experience providing strategic advisory services. Bear Stearns, as part of its investment banking business, is continuously engaged in the evaluation of businesses and their debt and equity securities in connection with mergers and acquisitions; underwritings, private placements and other securities offerings; senior credit financings; valuations; and general corporate advisory services.

At the December 2, 2007 meeting of the Bruker BioSciences special committee, Bear Stearns delivered its oral opinion, which was subsequently confirmed in writing, that, as of December 2, 2007, and based upon and subject to the assumptions, qualifications and limitations set forth in the written opinion, the aggregate consideration to be issued in the transactions was fair, from a financial point of view, to the holders of Bruker BioSciences shares, excluding the holders of Bruker BioSciences shares who also own shares in the Bruker BioSpin Group companies.

The full text of Bear Stearns' written opinion is attached as Annex B to this proxy statement and you should read the opinion carefully and in its entirety. The opinion sets forth the assumptions made, some of the matters considered and qualifications to and limitations of the review undertaken by Bear Stearns. The Bear Stearns opinion, which was authorized for issuance by the Fairness Opinion and Valuation Committee of Bear Stearns, is subject to the assumptions and conditions contained in the opinion and is necessarily based on economic, market and other conditions and the information made available to Bear Stearns as of the date of the Bear Stearns opinion. Bear Stearns has no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of the rendering of the opinion.

In reading the discussion of the fairness opinion set forth below, you should be aware that Bear Stearns' opinion:

was provided to the Bruker BioSciences special committee for its benefit and use in connection with its consideration of the acquisition;

did not constitute a recommendation to the board of directors of Bruker BioSciences or the Bruker BioSciences special committee;

does not constitute a recommendation to any shareholder of Bruker BioSciences as to how to vote in connection with the acquisition of the Bruker BioSpin Group or otherwise; and

did not address Bruker BioSciences' underlying business decision to pursue the acquisition of the Bruker BioSpin Group, the relative merits of the acquisition as compared to any alternative business or financial strategies that might exist for Bruker BioSciences, the financing of the acquisition or the effects of any other transaction in which Bruker BioSciences might engage.

Bruker BioSciences did not provide specific instructions to, or place any limitations on, Bear Stearns with respect to the procedures to be followed or factors to be considered by it in performing its analyses or providing its opinion.

In connection with rendering its opinion, Bear Stearns:

reviewed drafts of the transaction agreements in substantially final form;

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reviewed the Bruker BioSpin Group's restated Combined Financial Statements for the years ended December 31, 2004, 2005 and 2006, as audited by Ernst & Young LLP, and its Combined Financial Statements for the nine months ended September 30, 2006 and 2007, as reviewed by Ernst & Young LLP;

reviewed Bruker BioSciences' Annual Reports to Shareholders and Annual Reports on Form 10-K for the years ended December 31, 2004, 2005 and 2006, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2007, June 30, 2007 and September 30, 2007 and its Current Reports on Form 8-K filed since December 31, 2006;

reviewed certain operating and financial information relating to the Bruker BioSpin Group's business and prospects, including projections for the five years ended December 31, 2012, all as prepared and provided to us by Bruker BioSpin Group's management (which are referred to as the Bruker BioSpin Group projections);

met with certain members of the Bruker BioSpin Group's senior management to discuss the Bruker BioSpin Group's business, operations, historical financial results and future prospects and the Bruker BioSpin Group projections;

reviewed certain operating and financial information relating to Bruker BioSciences' and the Bruker BioSpin Group's businesses and prospects, including projections for each of Bruker BioSciences and the Bruker BioSpin Group for the five years ended December 31, 2012, all as prepared and provided to us by Bruker BioSciences' management (which are referred to as the Bruker BioSciences projections and the adjusted Bruker BioSpin Group projections, respectively);

reviewed certain estimates of revenue enhancements, cost savings and other combination benefits expected to result from the transaction, all as prepared and provided to us by Bruker BioSciences' management (which are referred to as the potential synergies);

met with certain members of Bruker BioSciences' senior management to discuss Bruker BioSciences' and the Bruker BioSpin Group's businesses, operations, historical financial results and future prospects, the Bruker BioSciences projections, the Bruker BioSpin Group projections, the adjusted Bruker BioSpin Group projections and the potential synergies;

reviewed the historical prices, trading multiples and trading volume of the common stock of Bruker BioSciences;

reviewed certain publicly available financial data, stock market performance data and trading multiples of companies which we deemed generally comparable to Bruker BioSciences and the Bruker BioSpin Group;

reviewed the terms of certain relevant mergers and acquisitions involving companies which we deemed generally comparable to the Bruker BioSpin Group;

performed discounted cash flow analyses based on the Bruker BioSciences projections, the adjusted Bruker BioSpin Group projections and the pro forma combined projections of Bruker BioSciences and the Bruker BioSpin Group including the potential synergies;

reviewed the pro forma financial results, financial condition and capitalization of Bruker BioSciences, giving effect to the transaction; and

conducted such other studies, analyses, inquiries and investigations as we deemed appropriate.

In connection with rendering its opinion, Bear Stearns further noted that:

Bear Stearns relied upon and assumed, without independent verification, the accuracy and completeness of the financial and other information provided to or discussed with it by Bruker

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BioSciences and the Bruker BioSpin Group or obtained by Bear Stearns from public sources, including, without limitation, the Bruker BioSciences projections, the Bruker BioSpin Group projections, the adjusted Bruker BioSpin Group projections and the potential synergies referred to above.

With respect to the Bruker BioSciences projections, the Bruker BioSpin Group projections, the adjusted Bruker BioSpin Group projections and the potential synergies, Bear Stearns relied on representations that they had been reasonably prepared on bases reflecting the best then-currently available estimates and judgments of the senior management of Bruker BioSciences and the Bruker BioSpin Group, as the case may be, as to the expected future performance of Bruker BioSciences and the Bruker BioSpin Group.

Bear Stearns did not assume any responsibility for the independent verification of any information referred to above, including, without limitation, the Bruker BioSciences projections, the Bruker BioSpin Group projections, the adjusted Bruker BioSpin Group projections and the potential synergies, Bear Stearns expressed no view or opinion as to the Bruker BioSciences projections, the Bruker BioSpin Group projections, the adjusted Bruker BioSpin Group projections and the potential synergies and the assumptions upon which they were based and Bear Stearns further relied upon the assurances of the senior management of Bruker BioSciences and the Bruker BioSpin Group, as the case may be, that they were unaware of any facts that would have made the information, the Bruker BioSciences projections, the Bruker BioSpin Group projections, the adjusted Bruker BioSpin Group projections and the potential synergies incomplete or misleading.

In arriving at its opinion, Bear Stearns did not perform or obtain any independent appraisal of the assets or liabilities (contingent or otherwise) of Bruker BioSciences and the Bruker BioSpin Group, nor was Bear Stearns furnished with any such appraisals.

Bear Stearns assumed that the transactions contemplated by the transaction agreements will be consummated in a timely manner and in accordance with the terms of the transaction agreements without any limitations, restrictions, conditions, amendments or modifications, regulatory or otherwise, that collectively would have a material effect on Bruker BioSciences or the Bruker BioSpin Group, and that the final form of the transaction agreements were substantially similar to the last drafts reviewed by it.

Bear Stearns is not a legal, regulatory, tax or accounting expert and has relied on the assessments made by Bruker BioSciences, the Bruker BioSpin Group and their respective advisors with respect to these issues.

Bear Stearns did not express any opinion as to the price or range of prices at which the shares of common stock of Bruker BioSciences may trade subsequent to the announcement or consummation of the acquisition.

Summary of Financial Analyses

The following is a summary of the principal financial and valuation analyses performed by Bear Stearns and presented to the Bruker BioSciences special committee and Bruker BioSciences' board of directors in connection with rendering its fairness opinion.

Some of the financial and valuation analyses summarized below include summary data and information presented in tabular format. In order to understand fully the financial and valuation analyses, the summary data and tables must be read together with the full text of the summary. Considering the summary data and tables alone could create a misleading or incomplete view of Bear Stearns' financial and valuation analyses.

Transaction Overview

Based on the purchase price of approximately \$388.0 million in cash and 57,544,872 Bruker BioSciences shares, Bear Stearns calculated the implied equity value and enterprise value of the Bruker BioSpin Group based on Bruker BioSciences closing share price of \$9.29 on November 30, 2007.

<i>Bruker BioSpin Group Implied Equity and Enterprise Value (\$ in millions, except share and per share data)</i>	
Bruker BioSciences shares issued in transaction	57,544,872
Multiplied by Bruker BioSciences closing share price on November 30, 2007	\$ 9.29
<hr/>	
Implied value of Bruker BioSciences shares issued in transaction	\$ 534.6
Plus:Cash consideration in transaction	388.0
<hr/>	
Implied equity value	\$ 922.6
Plus:Debt and capital leases outstanding at September 30, 2007	9.7
Plus:Swiss tax audit exposure (as estimated by Bruker BioSciences management)	1.3
Plus:Pre-closing dividend to Bruker BioSpin Group shareholders	67.3
Minus:Cash, cash equivalents and short-term investments at September 30, 2007	(281.6)
<hr/>	
Implied enterprise value	\$ 719.2

Bear Stearns' Financial Analyses

Comparable Public Companies Analysis. Bear Stearns performed a comparable public companies analysis to assist the Bruker BioSciences' special committee in valuing the Bruker BioSpin Group based on various financial multiples of selected comparable public companies in the life science instrumentation industry. In performing this analysis, Bear Stearns reviewed certain financial information relating to the Bruker BioSpin Group and compared this information to the corresponding financial information of publicly-traded life science instrumentation companies which Bear Stearns deemed to be generally comparable to the Bruker BioSpin Group.

Bear Stearns compared the projected financial performance and the resulting multiples as of November 30, 2007 of Bruker BioSciences and the resulting multiples of the Bruker BioSpin Group at the implied purchase price in the transaction of \$922.6 million, based on BioSciences closing share price of \$9.29 on November 30, 2007, to nine publicly traded life science instrumentation companies, which it deemed generally comparable to the Bruker BioSpin Group. Based on the comparability of business dynamics relative to the Bruker BioSpin Group including market focus, customer focus, geographic mix, business mix and projected growth rates, among other things, Bear Stearns divided the nine publicly traded companies into a Tier 1 set consisting of five publicly traded companies and a Tier 2 set consisting of four publicly traded companies as follows:

Tier 1	Tier 2
Thermo Fisher Scientific	Agilent Technologies, Inc.
Waters Corporation	Mettler-Toledo International Inc.
Applied Biosystems Group	Techne Corporation
PerkinElmer, Inc.	Dionex Corporation
Varian, Inc.	

Using publicly available information and market data as of November 30, 2007, and in the case of Bruker BioSciences (Management) and the Bruker BioSpin Group, information based on Bruker BioSciences management estimates and using Wall Street research projections for revenue and EBITDA and consensus estimates for EPS and EPS Growth for Bruker BioSciences (Wall Street) and the above comparable companies, Bear Stearns calculated the following harmonic mean multiples for

the above public comparable companies and compared the results to Bruker BioSciences at market and the Bruker BioSpin Group at deal price:

<i>Comparable Company Harmonic Mean Multiples:</i>	Tier 1		Tier 2	
	2007E	2008E	2007E	2008E
Enterprise Value/Revenue	2.75x	2.54x	3.82x	3.56x
Enterprise Value/EBITDA	14.2	12.6	17.1	15.5
Enterprise Value/EBITDA/Growth Rate	1.10		1.66	
Share Price/EPS	24.4	21.1	27.3	23.6
Share Price/EPS/Growth Rate		1.47		1.64

<i>Bruker BioSciences at Market Multiples:</i>	Management		Wall Street	
	2007E	2008E	2007E	2008E
Enterprise Value/Revenue	2.06x	1.87x	1.93x	1.73x
Enterprise Value/EBITDA	17.1	14.2	16.8	14.0
Enterprise Value/EBITDA/Growth Rate	0.82		0.82	
Share Price/EPS	35.9	28.9	36.1	26.7
Share Price/EPS/Growth Rate		1.00		0.89

<i>Bruker BioSpin Group at Deal Multiples:</i>	2007E	2008E
Enterprise Value/Revenue	1.55x	1.45x
Enterprise Value/EBITDA	8.0	7.5
Enterprise Value/EBITDA/Growth Rate	1.12	
Equity Value/Net Income	15.8	13.8
Equity Value/Net Income/Growth Rate		1.50

"Harmonic mean" is calculated by taking the inverse of the average reciprocals of the multiples and gives equal weight to equal dollar investments in the securities whose ratios are being averaged. Bear Stearns utilizes the harmonic mean in averaging ratios in which price is the numerator. "Enterprise Value" is calculated as the sum of the value of the common equity on a fully diluted basis and the value of net debt, any minority interest and preferred stock. "EBITDA" is a company's earnings before interest, taxes, depreciation and amortization. "EPS" is a company's earnings per share. "Growth Rate" for EBITDA is the 2007 to 2008 growth in EBITDA. "Growth Rate" for EPS and net income is the consensus long term growth rate as provided by First Call for Bruker BioSciences and the comparable companies, and for Bruker BioSciences (Management) and the Bruker BioSpin Group, the compounded annual growth rate from 2008 to 2012 in projected net income based on Bruker BioSciences management estimates. "Bruker BioSciences at Market" is defined as Bruker BioSciences' enterprise value and share price based on the closing share price of the Bruker BioSciences common stock as of November 30, 2007. "Bruker BioSpin Group at Deal" is defined as the Bruker BioSpin Group's implied enterprise value and equity value based on the purchase price in the transaction of approximately \$388 million in cash and 57,544,872 Bruker BioSciences shares and Bruker BioSciences closing share price on November 30, 2007 and the value of net debt, the pre-closing dividend to the sellers and an estimated tax exposure.

Precedent M&A transaction Analysis. Bear Stearns performed a precedent transactions analysis to assist the Bruker BioSciences' special committee in valuing the Bruker BioSpin Group based on various financial multiples of selected comparable precedent transactions in the life science instrumentation industry. In performing this analysis, Bear Stearns reviewed certain financial information relating to the Bruker BioSpin Group and compared this information to the corresponding financial information of precedent transactions involving life science instrumentation companies which Bear Stearns deemed to be generally comparable to the Bruker BioSpin Group.

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Bear Stearns compared the financial performance and the resulting multiples of the Bruker BioSpin Group's enterprise value and equity value based on the purchase price in the transaction to six precedent transactions involving life science instrumentation companies, which it deemed generally comparable to the Bruker BioSpin Group. Such comparable precedent transactions consisted of:

Date Announced	Target/Acquiror
01/29/07	Molecular Devices Corp. / MDS Inc.
06/20/06	Biacore International / GE Healthcare Ltd.
04/17/06	Bruker Optics Inc. / Bruker BioSciences
06/13/05	SPECTRO Beteiligungs GmbH / AMETEK, Inc.
01/19/05	Kendro Laboratory Products division of SPX Corporation / Thermo Electron Corporation
04/07/03	Bruker AXS / Bruker Daltonics

Using publicly available information, and in the case of the Bruker BioSpin Group, information based on Bruker BioSciences management estimates for the years ending December 31, 2007, 2008 and 2009 and using Wall Street research projections for revenue, EBITDA and net income for the above target companies, Bear Stearns calculated the following harmonic mean multiples for the above comparable precedent transactions:

	Latest Twelve Months	Current Year	Current Year + 1
<i>Precedent transactions Harmonic Mean Multiples:</i>			
Enterprise Value/Revenue	1.41x	1.27x	0.95x
Enterprise Value/EBITDA	11.6	9.0	6.5
Enterprise Value/EBITDA/Growth Rate	0.42		
Equity Value/Net Income		20.9	15.4
Equity Value/Net Income/Growth Rate		1.09	
<i>Bruker BioSpin Group/Bruker BioSciences at Deal Multiples:</i>			
Enterprise Value/Revenue	1.55x	1.45x	1.37x
Enterprise Value/EBITDA	8.0	7.5	7.3
Enterprise Value/EBITDA/Growth Rate	1.12		
Equity Value/Net Income		13.8	13.1
Equity Value/Net Income/Growth Rate		1.50	

Discounted Cash Flow Analysis. Based on cash flow projections for Bruker BioSciences, the Bruker BioSpin Group and the potential synergies expected to result in the transaction all as prepared by Bruker BioSciences, Bear Stearns performed a discounted cash flow analysis to assist the Bruker BioSciences special committee in valuing the Bruker BioSpin Group, Bruker BioSciences and the pro forma combined company.

In performing its discounted cash flow analysis:

Bear Stearns estimated Bruker BioSciences' weighted average cost of capital to be within a range of 11.0-13.0% based on, among other factors, (i) a review of Bruker BioSciences' Bloomberg five-year historical adjusted beta, its Bloomberg two-year historical adjusted beta and its then-current Barra predicted beta (with a bias toward more recent historical and predicted data to more appropriately reflect Bruker BioSciences' risk profile going forward) as well as similar beta information for the comparable companies, (ii) Bear Stearns' estimate of the US equity risk premium, (iii) Bruker BioSciences' assumed target capital structure on a prospective basis and (iv) Bear Stearns' investment banking and capital markets judgment and experience in valuing companies similar to Bruker BioSciences.

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Bear Stearns estimated the Bruker BioSpin Group's weighted average cost of capital to be within a range of 10.5-12.5% based on, among other factors, (i) a review of the Bloomberg five-year historical adjusted beta, Bloomberg two-year historical adjusted beta and then-current Barra predicted betas for the comparable companies, (ii) Bear Stearns' estimate of the US equity risk premium, (iii) the Bruker BioSpin Group's assumed target capital structure on a prospective basis and (iv) Bear Stearns' investment banking and capital markets judgment and experience in valuing companies similar to the Bruker BioSpin Group.

In calculating Bruker BioSciences' and the Bruker BioSpin Group's terminal values for purposes of its discounted cash flow analyses, Bear Stearns used a reference range of terminal enterprise value/trailing EBITDA multiples (based on estimated 2012 EBITDA) of 8.0 to 10.0x. The terminal values implied by the aforementioned terminal multiple reference ranges were cross-checked for reasonableness by reference to implied perpetual growth rates in the terminal year free cash flow.

For the potential synergies, Bear Stearns estimated the discount rate to be within a range of 10.5-12.5% and in calculating terminal value for purposes of its discounted cash flow analyses, Bear Stearns used a reference range of perpetual growth rates in terminal free cash flow of 2.0-4.0%.

Discounted cash flow valuations were calculated for the Bruker BioSpin Group on a stand-alone basis using the adjusted Bruker BioSpin Group projections, both including and excluding potential synergies. Bear Stearns derived a range of implied equity values for the Bruker BioSpin Group as follows:

(\$ in millions)	Range	
	Low	High
Bruker BioSpin Group		
Excluding Potential Synergies	\$ 1,062	\$ 1,282
Including Potential Synergies	1,172	1,415

The ranges of implied equity values in the table above compare to the implied purchase price of \$922.6 million based on Bruker BioSciences' closing share of \$9.29 on November 30, 2007.

Discounted cash flow valuations were also calculated for Bruker BioSciences on a stand-alone basis using the Bruker BioSciences projections and for the pro forma combined company both including and excluding the potential synergies.

Bear Stearns derived a range of implied equity values per share for Bruker BioSciences and the pro forma combined company as follows:

	Range	
	Low	High
Bruker BioSciences		
Stand-alone	\$ 8.97	\$ 11.38
Combined Company		
Excluding Potential Synergies	\$ 9.85	\$ 12.74
Including Potential Synergies	10.51	13.54

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Pro Forma Transaction Analysis. Bear Stearns performed a pro forma transaction analysis to assist the Bruker BioSciences special committee in analyzing the financial impact of the transaction on Bruker BioSciences. Bear Stearns reviewed and analyzed certain pro forma financial impacts of the transaction on holders of Bruker BioSciences based on the following, among other items:

a purchase price of approximately \$388.0 million in cash and 57,544,872 Bruker BioSciences shares;

the financial projections provided to Bear Stearns by the management of Bruker BioSciences for both Bruker BioSciences and the Bruker BioSpin Group and the potential synergies; and

an assumption for analytical purposes that there would be no financial statement impact of potential restructuring costs or other one-time costs associated with the transaction and that the transaction was effective as of January 1, 2008.

The following table shows the projected per share accretion / (dilution) to Bruker BioSciences' standalone earnings, including and excluding the potential synergies for the years presented.

Accretion / (Dilution) to Bruker BioSciences' Earnings per Share	2008E	2009E	2010E
Including Potential Synergies	\$ 0.25	\$ 0.24	\$ 0.22
Excluding Potential Synergies	0.22	0.21	0.19

Other Considerations

The preparation of a fairness opinion is a complex process and involves various judgments and determinations as to the most appropriate and relevant assumptions and financial and valuation analyses and the application of those methods to the particular circumstances involved. A fairness opinion is therefore not readily susceptible to partial analysis or summary description, and taking portions of the analyses set out above, without considering the analysis as a whole, would in the view of Bear Stearns create an incomplete and misleading picture of the processes underlying the analyses considered in rendering the Bear Stearns opinion. In arriving at its opinion, Bear Stearns:

Based its analyses on assumptions that it deemed reasonable, including assumptions concerning general business and economic conditions, capital markets considerations and industry-specific and company-specific factors.

Did not form a view or opinion as to whether any individual analysis or factor, whether positive or negative, considered in isolation, supported or failed to support the Bear Stearns opinion.

Considered the results of all its analyses and did not attribute any particular weight to any one analysis or factor.

Arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole and believed that the totality of the factors considered and analyses performed by Bear Stearns in connection with its opinion operated collectively to support its determination as to the fairness, from a financial point of view, to the holders of Bruker BioSciences shares, excluding the holders of Bruker BioSciences shares who also own shares in the Bruker BioSpin Group companies, of the aggregate consideration to be issued in the transactions.

Bear Stearns also noted that:

The analyses performed by Bear Stearns, particularly those based on estimates and projections, are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by these analyses.

None of the public companies used in the comparable company analysis described above are identical to Bruker BioSciences or Bruker BioSpin, and none of the precedent merger and

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acquisition transactions used in the precedent transactions analysis described above are identical to the acquisition.

Accordingly, the analyses of publicly traded comparable companies and precedent merger and acquisition transactions is not mathematical; rather, such analyses involve complex considerations and judgments concerning the differences in financial, operating and capital markets-related characteristics and other factors regarding the companies and precedent merger and acquisition transactions to which Bruker BioSpin and the acquisition were compared.

The analyses performed by Bear Stearns do not purport to be appraisals or to reflect the prices at which any securities may trade at the present time or at any time in the future.

The type and amount of consideration payable in the acquisition were determined through negotiations between Bruker BioSciences and Bruker BioSpin and were approved by the Bruker BioSciences special committee and board of directors. The decision to enter into the transaction agreements was solely that of the Bruker BioSciences special committee and board of directors. The Bear Stearns opinion was just one of the many factors taken into consideration by the Bruker BioSciences special committee and board of directors. Consequently, Bear Stearns' analyses should not be viewed as determinative of the decisions of the Bruker BioSciences special committee and board of directors with respect to the fairness, from a financial point of view, to the holders of Bruker BioSciences shares, excluding the holders of BioSciences shares who also own shares in the Bruker BioSpin Group companies, of the aggregate consideration to be issued in the transactions.

Pursuant to the terms of Bear Stearns' engagement letter, Bruker BioSciences has agreed to pay Bear Stearns a customary transaction fee, a substantial portion of which is payable upon consummation of the transaction contemplated by the transaction agreements. A portion of Bear Stearns' compensation was paid upon delivery of its letter and may be credited against the fee payable upon consummation of the acquisition. In addition, Bruker BioSciences has agreed to reimburse Bear Stearns for certain expenses and to indemnify Bear Stearns against certain liabilities arising out of Bear Stearns' engagement.

Bear Stearns has previously been engaged by Bruker BioSciences to provide certain investment banking and other services on matters unrelated to the acquisition, for which Bear Stearns has received customary fees. Bear Stearns may seek to provide Bruker BioSciences and its respective affiliates with certain investment banking and other services unrelated to the acquisition in the future.

Consistent with applicable legal and regulatory requirements, Bear Stearns has adopted certain policies and procedures to establish and maintain the independence of Bear Stearns' research departments and personnel. As a result, Bear Stearns' research analysts may hold views, make statements or investment recommendations and/or publish research reports with respect to Bruker BioSciences, the acquisition and other participants in the acquisition that differ from the views of Bear Stearns' investment banking personnel.

In the ordinary course of business, Bear Stearns and its affiliates may actively trade (for its own account and for the accounts of its customers) certain equity and debt securities, bank debt and/or other financial instruments issued by Bruker BioSciences and its affiliates, as well as derivatives thereof, and, accordingly, may at any time hold long or short positions in these securities, bank debt, financial instruments and derivatives.

Sources of Funds

Bruker BioSciences estimates that the total amount of funds necessary to consummate the combination (including payment of the aggregate cash consideration) will be approximately \$398.7 million, which includes \$388 million to be paid to shareholders of the Bruker BioSpin Group companies, and the remainder to be applied to pay related fees and expenses in connection with the

transactions and the financing arrangements. These payments are expected to be funded from Bruker BioSciences' available cash, together with a debt financing which Bruker BioSciences expects will be substantially on the terms described below. In connection with the execution and delivery of the stock purchase agreements and the merger agreement, Bruker BioSciences has entered into a commitment letter with J.P. Morgan Securities Inc. and Citibank, N.A. Under this commitment letter, the lenders have proposed to provide up to \$380 million in debt financing to Bruker BioSciences, consisting of (i) a term loan facility in an aggregate principal amount of \$150 million and (ii) a revolving credit facility in an aggregate principal amount of \$230 million, a portion of which will be available as a letter of credit subfacility. Advances under the credit facilities will be available to finance the combination, to pay related fees, costs and expenses in connection with these transactions and to fund the general working capital needs of Bruker BioSciences and its subsidiaries following the combination. Bruker BioSciences' material direct and indirect subsidiaries will guarantee all obligations of Bruker BioSciences, subject to tax considerations and financial assurance limitations, as applicable. In addition, the credit facilities will be secured by all of the capital stock of Bruker BioSciences' domestic subsidiaries and by 65% of the capital stock of various of our foreign subsidiaries. The credit facilities contemplated by the commitment letter are subject to customary closing conditions, including, among others:

the execution of definitive credit documentation satisfactory to the lenders;

accounting due diligence and the receipt of specified financial statements of Bruker BioSciences;

satisfactory due diligence review of Bruker BioSciences and the Bruker BioSpin Group; and

receipt of customary closing documents.

As of the date of this proxy statement, no alternative financing arrangements or alternative financing plans have been made in the event this financing is not available as anticipated. The documentation governing the financing has not been finalized and, accordingly, the actual terms may differ from those described in this proxy statement.

Interests of Certain Directors and Executive Officers in the Combination

In considering the recommendation of the board of directors of Bruker BioSciences to vote for the proposals to approve the combination with the Bruker BioSpin Group and the issuance of shares of Bruker BioSciences common stock as part of the consideration for the combination, stockholders of Bruker BioSciences should be aware that some Bruker BioSciences executive officers and directors may have interests in the acquisition that may be different from, or in addition to, those of Bruker BioSciences stockholders.

Following the combination with the Bruker BioSpin Group, Frank H. Laukien, our president, chief executive officer and chairman of the board, and Dirk D. Laukien, currently Bruker BioSciences' senior vice president, will continue in their roles at Bruker BioSciences and as co-chief executive officers of our Bruker BioSpin subsidiaries. If elected by stockholders at the Special Meeting, Dirk Laukien will also become a director of Bruker BioSciences. Joerg Laukien, currently a director of Bruker BioSciences and European chief operating officer of the Bruker BioSpin Group, will continue as European chief operating officer of our Bruker BioSpin subsidiary upon completion of the combination.

In addition to their respective roles as executive officers and directors, Frank Laukien, Dirk Laukien and Joerg Laukien each own stock in both Bruker BioSciences and the companies of the Bruker BioSpin Group. The Bruker BioSpin Group Shareholders control 100% of the shares of the Bruker BioSpin Group, and will receive all of the consideration issued by Bruker BioSciences as a result of the transactions discussed in this proxy statement.

If the acquisition of the Bruker BioSpin Group is approved by stockholders, our directors and officers who are also Bruker BioSpin Group shareholders will receive different amounts of cash and stock as consideration in exchange for their interests in the Bruker BioSpin Group companies. Frank Laukien will receive \$69.7 million of cash and 10,034,387 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$122.7 million. Joerg Laukien will receive \$72.9 million of cash and 10,789,664 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$132.0 million. Dirk Laukien will receive \$72.9 million of cash and 10,789,664 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$132.0 million.

Upon the completion of the purchases of Bruker BioSciences common stock pursuant to the cash-stock exchange agreement among Isolde Laukien-Kleiner, Marc Laukien, Frank Laukien and Robyn Laukien, and giving effect to the resulting reallocation of cash and share proceeds, Frank Laukien will have received net cash consideration of \$19.2 million and 15,554,574 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$190.2 million. Also after giving effect to this agreement, Joerg Laukien will have received net cash consideration of \$68.6 million and 11,258,741 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$137.7 million. Under a separate cash-stock exchange agreement, completion of which is subject to certain conditions, Frank Laukien may purchase from Dirk Laukien an additional 1,219,733 shares of Bruker BioSciences common stock for approximately \$11.1 million. If this transfer is completed, Frank Laukien will have received net cash consideration of \$8.1 million and 16,774,307 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$205.1 million. If this transfer is completed, Dirk Laukien will have received net cash consideration of \$84.0 million and 9,569,530 Bruker BioSciences shares which, as of December 5, 2007, have a market value of approximately \$117.0 million. The cash-stock exchange agreements are more fully described below in the section of this proxy statement under the heading "*Cash-Stock Exchange Agreements*" on page [47].

As of December 5, 2007, the directors and executive officers of Bruker BioSciences beneficially owned 40,447,364 shares, including stock options exercisable within 60 days of December 5, 2007, representing approximately 39% of the outstanding shares of Bruker BioSciences common stock.

For additional information relating to affiliations of various Bruker BioSciences officers, directors and stockholders, you should read the section entitled "Certain Relationships and Related Party Transactions of Bruker BioSciences" beginning on page [105].

The Bruker BioSciences board of directors was aware of these interests during its deliberation of the merits of the combination and in determining to recommend to the stockholders of Bruker BioSciences that they vote for the proposal to approve the transactions contemplated by the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, including the related issuance of shares of Bruker BioSciences common stock.

Completion and Effectiveness of the Combination

The combination will be completed when and if all of the conditions to the completion of the transactions are satisfied or waived.

We are working toward completing the combination as quickly as possible. We expect to complete the combination during the first calendar quarter of 2008.

Structure of the Transaction and Operations Post-Combination

The combination is structured so that (a) Bruker BioSciences will purchase all of the outstanding stock of Bruker BioSpin Inc., Bruker Physik and Techneon from the shareholders of BioSpin Inc.,

Bruker Physik and Techeon, respectively, in a private placement, and (b) Bruker BioSciences, through a reverse triangular merger agreement with Bruker BioSpin Invest, will indirectly acquire the equity of the Bruker BioSpin Invest shareholders. Consideration for the shares of the companies of the Bruker BioSpin Group will consist of a combination of cash and shares of Bruker BioSciences common stock. Bruker BioSciences intends to operate the Bruker BioSpin Group as a wholly owned operation alongside Bruker Daltonics, Bruker AXS and Bruker Optics.

Material United States Federal Income Tax Consequences of the Combination

The acquisitions are not expected to result in any material U.S. federal income tax consequences for Bruker BioSciences stockholders, other than for the owners of Bruker BioSciences shares who are also owners of shares of the Bruker BioSpin Group.

Accounting Treatment of the Acquisition

The combination represents a business combination of companies under common control due to the majority ownership of all companies by the Bruker BioSpin Group Shareholders as an affiliated stockholder group. As a result, the combination will be accounted for at historical carrying value.

Regulatory Matters

We have summarized below the material regulatory requirements affecting the combination. Although we have not yet received all of the required approvals we discuss, we anticipate that we will receive regulatory approvals sufficient to complete the combination during the first calendar quarter of 2008.

Antitrust Considerations. The stock purchase of Bruker BioSpin Inc. is subject to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which prevents certain merger or acquisition transactions from being completed until required information and materials are furnished to the Antitrust Division of the Department of Justice and the Federal Trade Commission and specified waiting periods are terminated or expire. Bruker BioSciences and Bruker BioSpin Inc. intend to file the required information and materials to notify the Department of Justice and the Federal Trade Commission of the combination during December 2007. The applicable HSR waiting period will expire during January 2008.

The Antitrust Division of the Department of Justice or the Federal Trade Commission may challenge on antitrust grounds, regardless of the fact that the waiting period expired without comment. Accordingly, at any time before or after the completion of this stock purchase, either the Antitrust Division of the Department of Justice or the Federal Trade Commission could take action under the antitrust laws as it deems necessary or desirable in the public interest, or other persons could take action under the antitrust laws, including seeking to enjoin this stock purchase or seeking the divestiture of substantial assets of one of the parties to this stock purchase. Additionally, at any time before or after this stock purchase, notwithstanding that the applicable waiting period expired or was terminated, a private party (including an individual state) may seek to take action under the antitrust laws as it deems necessary or desirable in the public interest. Although we do not expect any conditions to be imposed by the Antitrust Division or the Federal Trade Commission, there can be no assurance that a challenge to this stock purchase will not be made or that, if a challenge is made, we will prevail.

No Appraisal Rights

There are no rights of appraisal or similar rights of dissenters with respect to any matter to be acted upon under this proxy statement. Delaware law does not require that holders of Bruker BioSciences common stock who object to the share issuance and the transactions, and who vote against

or abstain from voting in favor of the issuance and the transactions, be afforded any appraisal or dissenters' rights or the right to receive cash for their shares.

Foreign Regulatory Requirements

Bruker BioSciences is not aware of any material foreign governmental approvals or actions that are required to complete the combination. Bruker BioSciences and the Bruker BioSpin Group conduct operations in a number of foreign countries, some of which have voluntary and/or post-acquisition notification systems. Should any approval or action be required, Bruker BioSciences and the Bruker BioSpin Group currently plan to seek the approval or take the action required. Failure to obtain the approval or take the action is not anticipated to have a material effect on the combination or on Bruker BioSciences.

The transactions are subject to a binding ruling by the three relevant Swiss tax authorities, comprised of the Federal Tax Authorities and the cantonal Tax Authorities of the Cantons of Zurich and Zug, that the amount of withholding taxes required under Swiss law as a result of the transactions will be based on a minimum pre-merger dividend under Swiss law set at \$50 million with withholding taxes imposed at a rate of 35% subject to a 20% tax refund. For purposes of obtaining the binding ruling, submitted on November 19, 2007 to the Swiss Federal Tax Authorities for their review were information and materials pertaining to (i) the pre-merger dividend to be distributed; (ii) the acquisition of BBIO Invest AG (Zug) by Bruker BioSciences; and (iii) the upstream merger of BBIO-AG (Zuerich) with and into BBIO Invest AG (Zug). BBIO Invest AG (Zug) is a holding company that contains various of the foreign distribution companies of the Bruker BioSpin Group. BBIO-AG (Zuerich) is a subsidiary of Bruker BioSpin Invest AG, and is the main production and research and development center of the Bruker BioSpin Group, focusing on the development and production of superconducting magnets, radio-frequency electronics, micro-imaging cryogenic and conventional probes, and high throughput automation solutions. BBIO-AG (Zuerich) also provides applications and engineering support for customers in Switzerland and a number of other countries.

A fully executed favorable binding ruling from the relevant Swiss federal and cantonal tax authorities was received on November 28, 2007 adopting a minimum pre-merger dividend set at \$50 million.

Restrictions on Sales of Shares Issued In Connection with the Combination

The shares of Bruker BioSciences common stock to be issued in connection with the combination will not be registered under the Securities Act of 1933 and they will not be freely transferable under the Securities Act. Shareholders of the Bruker BioSpin Group receiving shares of Bruker BioSciences common stock in the transactions may sell these shares pursuant to any applicable exemption under the Securities Act except that, pursuant to the terms of the transaction agreements, they are prohibited from selling the shares for a period of one year after the closing date of the transactions, except for various permitted transfers of stock from one Bruker BioSpin Group Shareholder to another.

Cash-Stock Exchange Agreements

In connection with the execution of the three transaction agreements, and in order to allow each of the Bruker BioSpin Group Shareholders to achieve the desired proportions of proceeds in cash and stock from the proposed transactions, the Bruker BioSpin Group Shareholders entered into cash-stock exchange agreements among themselves.

Dirk Laukien and Frank Laukien have entered into a cash-stock exchange agreement under which, if at any time within the one year period immediately following the consummation of the transactions, the daily closing price on the NASDAQ Global Select Market for Bruker BioSciences is at least \$9.14 per share, Frank Laukien will purchase from Dirk Laukien 1,219,733 shares of Bruker BioSciences

stock for \$11,148,362. The agreement may be terminated by Dirk Laukien prior to the anticipated closing date of the share purchase if the \$9.14 per share price is achieved. In addition, the agreement shall be null and void in any event if either the purchase under the agreement does not occur within one year after the closing under the transaction agreements or the consummation of the transactions under the transaction agreements does not occur on or before December 31, 2008.

In addition, a separate cash-stock exchange agreement was entered into among Isolde Laukien-Kleiner, Marc Laukien, Frank Laukien, Joerg Laukien and Robyn Laukien. Under this agreement, the following purchases will be made immediately after the consummation of the transactions: (i) Frank Laukien will purchase from Marc Laukien 1,876,943 shares of Bruker BioSciences stock for \$17,151,148, and will purchase from Isolde Laukien-Kleiner 3,643,694 shares of Bruker BioSciences stock for \$33,303,359, (ii) Robyn Laukien will purchase from Isolde Laukien-Kleiner 296,757 shares of Bruker BioSciences for \$2,712,360, and (iii) Joerg Laukien will purchase from Isolde Laukien-Kleiner 469,078 shares of Bruker BioSciences stock for \$4,287,372. This agreement shall be null and void if the consummation of the transactions does not occur on or before December 31, 2008.

DESCRIPTION OF THE TRANSACTION AGREEMENTS

The following summary of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement is qualified in its entirety by reference to the complete text of the transaction agreements, which are incorporated by reference and attached as Annexes A-1 to A-3 to this proxy statement. We urge you to read the full text of each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement.

The Stock Purchase Agreement with Bruker BioSpin Inc.

General

On December 2, 2007, Bruker BioSciences, Bruker BioSpin Inc. and the stockholders of Bruker BioSpin Inc. entered into a stock purchase agreement, which we sometimes refer to in this proxy statement as the U.S. stock purchase agreement. Under the U.S. stock purchase agreement, Bruker BioSciences will purchase all of the outstanding shares of Bruker BioSpin Inc. for an aggregate purchase price of \$99,962,514, payable in cash.

Closing Date

Unless the parties agree otherwise, the closing of the stock purchase will take place on the later of January 23, 2008 or the first business day following the satisfaction or waiver of all of the closing conditions.

Purchase Price-Payment

The U.S. stock purchase agreement provides that Bruker BioSciences shall purchase all of the outstanding shares of Bruker BioSpin Inc. for an aggregate purchase price of \$99,962,514, which, after the funding of the escrows described below, will be payable in cash at closing to the Bruker BioSpin Inc. stockholders pro rata in accordance with their respective ownership of the Bruker BioSpin Inc. common stock.

Escrow

Working Capital Escrow. At the closing, \$6.75 million of the cash purchase price will be placed into escrow as security for any potential adjustments to the purchase price that will be made if the net working capital of the Bruker BioSpin Group as of December 31, 2007 is less than \$180 million. If the net working capital of the Bruker BioSpin Group is less than \$180 million, then the difference shall be paid from the working capital escrow. The unused portion of the working capital escrow will be released to the sellers within 25 business days following receipt by Bruker BioSciences of the combined audited financial statements of the Bruker BioSpin Group for the fiscal year ending December 31, 2007.

Indemnity Escrow. At the closing, \$92 million of the cash purchase price will be placed into escrow as security for fulfillment by the sellers of their indemnification obligations set forth in the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement. The unused portion of the indemnity escrow will be released to the sellers within 30 business days of the later of (1) the 30th day following the receipt by Bruker BioSciences of the combined audited financial statements of the Bruker BioSpin Group for the fiscal year ending December 31, 2008 or (2) the resolution of any claim for indemnification of which the sellers have received notice prior to the conclusion of the 30-day period described in clause (1) of this sentence.

Representations and Warranties

The U.S. stock purchase agreement contains customary representations and warranties made by Bruker BioSpin Inc. and Bruker BioSpin Inc. stockholders to Bruker BioSciences, subject, in some

cases, to specified exceptions and qualifications contained in the stock purchase agreement or in the disclosure schedule delivered in connection therewith.

The assertions embodied in those representations and warranties were made solely for purposes of the stock purchase agreement and may be subject to important qualifications and limitations. For example, many of Bruker BioSpin Inc.'s representations and warranties are qualified by a Material Adverse Effect standard. For purposes of the stock purchase agreement, a "Material Adverse Effect" means any circumstance, change or effect that, individually or in the aggregate with other circumstances, changes or effects, is or is reasonably likely to materially delay or impede the consummation of the transactions contemplated by the stock purchase agreement or be materially adverse to the business, operations (including results of operations), prospects, assets, liabilities, or financial condition of Bruker BioSpin Inc. and its subsidiaries taken as a whole; provided, however, that none of the following, either alone or in combination, shall be considered in determining whether there has been a "Material Adverse Effect": (1) events, circumstances, changes or effects (including legal and regulatory changes) that generally affect the industries in which each of Bruker BioSpin Inc. and its subsidiaries operate, other than such events, circumstances, changes or effects that disproportionately affect (relative to other industry participants) Bruker BioSpin Inc. or its subsidiaries and (2) changes caused by a material worsening of current conditions caused by acts of terrorism or war occurring after the date of the stock purchase agreement.

Some of the representations and warranties in the stock purchase agreement may not be accurate or complete as of any specified date or may be subject to contractual standards of materiality that differ from the standards of materiality under U.S. federal securities laws. For the foregoing reasons, you should not rely on the representations and warranties as statements of factual information.

The representations and warranties regarding Bruker BioSpin Inc. and its subsidiaries made to Bruker BioSciences by Bruker BioSpin Inc. and its stockholders relate to, among other things:

corporate organization, including due incorporation, good standing, corporate power and qualification to conduct business;

authorization, execution, delivery and performance and the enforceability of the stock purchase agreement and related matters;

capital structure;

absence of conflicts with, or violations of, organizational documents or other obligations as a result of the consummation of the transactions contemplated by the stock purchase agreement;

identification of required governmental filings and consents;

absence of violations of any law, or necessity of any approval, as a result of the execution and delivery of, or consummation of the transactions contemplated by, the stock purchase agreement;

compliance with applicable laws and permits;

books and records;

delivery and accuracy of financial statements;

absence of undisclosed material liabilities;

litigation matters;

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absence of a Material Adverse Effect and certain other material changes or events since December 31, 2006;

disclosure of certain contracts;

employee matters, employee benefit plans, employment agreements, matters relating to the Employee Retirement Income Security Act of 1974, as amended, and labor relations;

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absence of default under material contracts;

transactions with affiliates;

accounts receivable;

owned and leased property;

environmental matters;

tax matters;

intellectual property matters;

information technology matters;

bank accounts;

inventory;

brokers' and finders' fees;

customer deposits;

insurance policies; and

no representation, warranty, statement or covenant contains an untrue statement of material fact or omits to state a material fact required to be stated in the stock purchase agreement or necessary to make the statements contained in the merger agreement not misleading.

In addition, each Bruker BioSpin Inc. stockholder made representations and warranties to Bruker BioSciences regarding:

authorization, execution, delivery and performance and the enforceability of the stock purchase agreement and related matters;

absence of conflicts with or violations of the stock purchase agreement or any ancillary agreements;

litigation matters;

identification of required filings and consents;

withholding tax;

brokers' and finders' fees; and

beneficial ownership of Bruker BioSpin Inc. common stock.

The representations and warranties regarding Bruker BioSciences made by Bruker BioSciences to the selling stockholders relate to, among other things:

corporate matters, including due organization, good standing, corporate power and qualification;

authorization, execution, delivery and performance and the enforceability of the stock purchase agreement and related matters;

absence of conflicts with, or violations of, organizational documents or other obligations as a result of the consummation of the transactions contemplated by the stock purchase agreement;

brokers' and finders' fees; and

investment and accredited investor representations.

Covenants

Conduct of Bruker BioSpin Inc.'s Business. During the period between the execution of the stock purchase agreement and the closing, the businesses of Bruker BioSpin Inc. and its subsidiaries must be conducted in the ordinary course of business consistent with past practice. Bruker BioSpin Inc. is obligated to, and the selling stockholders are obligated to cause Bruker BioSpin Inc. to, use commercially reasonable efforts to preserve Bruker BioSpin Inc.'s material properties, assets and business organizations (including those of its subsidiaries). Specifically, Bruker BioSpin Inc. has agreed that, among other things and subject to certain exceptions, neither Bruker BioSpin Inc. nor any of its subsidiaries may, and the selling stockholders have agreed to cause Bruker BioSpin Inc. and its subsidiaries not to, without Bruker BioSciences' written consent:

amend any of its organizational documents;

liquidate, dissolve, recapitalize or otherwise wind up its business;

make any distribution or declare, pay or set aside any dividend (in cash or property);

split, combine, redeem, reclassify, purchase or otherwise acquire any equity interests or shares of capital stock of, or other equity or voting interest in, Bruker BioSpin Inc. or any subsidiary, or make any other changes in the capital structure of Bruker BioSpin Inc. or any of its subsidiaries;

grant any person any right or option to acquire any shares of its capital stock or engage in any discussions or negotiations regarding these matters;

enter into any agreement, understanding or arrangement with respect to the sale, voting, registration or repurchase of its capital stock;

other than in the ordinary course of business, acquire or dispose of any interest in any corporation, partnership or other person or assets comprising a business or any other property or assets;

other than in the ordinary course of business, sell, assign, pledge, dispose of, transfer, lease, license, guarantee or encumber, or authorize the sale, pledge, disposition, transfer, lease, license, guarantee or encumbrance of, any amount of property or assets;

sell, assign, lease, license, transfer or otherwise dispose of, mortgage, pledge or encumber, any real property, or amend, terminate, modify or renew any real property lease;

incur any indebtedness or issue any debt securities or assume, guarantee or endorse the obligations of any other person in excess of \$600,000 in the aggregate;

cancel any third-party indebtedness owed to Bruker BioSpin Inc.;

increase the rate or terms of compensation or benefits of any of its directors, managers, officers, employees, consultants, agents, independent contractors or other individual service providers;

hire any new employees except in the ordinary course of business whose total compensation exceeds \$150,000;

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pay or agree to pay any employee benefit not required or permitted by any existing employee benefit plan;

enter into or amend any employment, bonus, severance or retirement contract, except for agreements for newly hired employees in the ordinary course of business with annual compensation not to exceed \$150,000;

except as required to ensure that any benefit plan is not then out of compliance with applicable law, enter into or adopt any new, or increase benefits under or renew or amend any existing, benefit plan or benefit arrangement or any collective bargaining agreement;

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make any distributions, loans, advances or capital contributions (other than advances for travel and other normal business expenses to officers and employees) except in the ordinary course of business;

commit to make any capital expenditure or fail to make capital expenditures consistent with past practice;

fail to maintain all its assets in good repair and condition, except to the extent of wear or use in the ordinary course of business or damage by fire or other unavoidable casualty;

make, revoke or change any tax election or change any tax accounting method, settle or compromise any tax liability, or waive or consent to the extension of any statute of limitations for the assessment and collection of any tax;

except as may be required as a result of a change in applicable law or GAAP, change any accounting principles or practices;

institute, settle or dismiss any action or claim threatened against, relating to or involving Bruker BioSpin or any of its subsidiaries in connection with any business, asset or property of Bruker BioSpin Inc. or any of its subsidiaries;

other than various intercompany contracts and leases, enter into any large long-term contracts involving the payment or provision of goods or services in excess of \$500,000, except for the acceptance of customer purchase orders in the ordinary course of business with terms up to 24 months and individual amounts up to \$5,000,000;

fail to pay the accounts payable or other liabilities or fail to collect the accounts receivable or other indebtedness owed or take any action not consistent with past practices that is designed to accelerate or has the effect of accelerating the receipt of any amounts of cash earlier than such cash would have been realized consistent with past practices; or

enter into or renew, amend or otherwise modify or extend any contracts related to derivative instruments or hedging.

Reasonable Best Efforts. Bruker BioSpin Inc. and its stockholders and Bruker BioSciences have each agreed to cooperate with each other and use reasonable efforts to do or cause to be done all things necessary, proper or advisable to consummate the transactions contemplated by the stock purchase agreement, including to use commercially reasonable efforts to obtain all consents and approvals of governmental authorities and third parties necessary to consummate the merger.

Voting Agreement. Bruker BioSpin Inc. stockholders have agreed to vote in their capacity as holders of shares of common stock of Bruker BioSciences in favor of the transactions contemplated by the stock purchase agreement.

No Solicitation. Bruker BioSpin Inc. has agreed to, and to cause its subsidiaries to, and Bruker BioSpin Inc.'s stockholders have agreed to, and to cause Bruker BioSpin Inc. and its subsidiaries to, cause each of its officers, managers, employees, subsidiaries, affiliates, agents and other representatives to, as of the execution of the stock purchase agreement, cease any existing discussions or negotiations with respect to any inquiry or proposal regarding the sale, consolidation, merger or other similar transaction regarding Bruker BioSpin Inc. and not to initiate any such discussions or negotiations (other than with Bruker BioSciences or its managers, officers, employees, subsidiaries, agents or other affiliates) concerning any such inquiry or proposal. The selling stockholders and Bruker BioSpin Inc. are obligated to disclose immediately to Bruker BioSciences any such third party inquiries or proposals, including the terms of any such inquiries or proposals.

Noncompetition and Nonsolicitation. For a period of five years from the closing date, Bruker BioSpin Inc. stockholders and their affiliates may not directly or indirectly: (1) engage in, hold an

interest in, own, manage, operate, control, direct, be connected with as a stockholder (other than as a holder of less than 1% of a publicly traded security), joint venturer, partner, consultant or employee, or otherwise engage or participate in, provide services to or be connected in any manner with or assist in any way any entity, person or business that engages in a business involving the design, manufacture and distribution of (a) life science, process control and analytical research tools based on nuclear magnetic resonance, electron paramagnetic resonance, research magnetic resonance imaging, superconducting magnets and wires for nuclear magnetic resonance, electron paramagnetic resonance or research magnetic resonance imaging, (b) cryogenic RF coil technologies for nuclear magnetic resonance, electron paramagnetic resonance or research magnetic resonance imaging, or (c) other specialty power supply technologies; or (2) solicit for employment or hire any employee of Bruker BioSpin Inc. or any of its subsidiaries without the prior written consent of Bruker BioSciences, unless the employee has replied or responded to either a general solicitation or advertisement for employment by a Bruker BioSpin stockholder or their affiliates or to a solicitation made twelve months after the employee's employment had been terminated by Bruker BioSpin Inc.

Access to Information. Bruker BioSpin Inc. has agreed to allow Bruker BioSciences access to its properties, books, assets, records and personnel.

Conditions to the Acquisition

The respective obligations of each party to effect the transactions contemplated by the stock purchase agreement are subject to the satisfaction, on or prior to the closing, of the following conditions, which may be waived by Bruker BioSciences or the sellers:

the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, shall have expired or been terminated and all necessary consents of any governmental authority required shall have been obtained;

the waiting period instituted by the European Commission and/or the European Union member states' agencies shall have expired or been terminated and all requisite approvals, waiting or suspensory periods (and any extensions thereof), waivers, permits, consents, reviews, sanctions, orders, rulings, decisions, declarations, certificates and exemptions required for the consummation of the acquisition under any corresponding requirements of the EU member states or competition regulatory authorities in other jurisdictions shall have been obtained; and

there shall be no law in effect that restrains, enjoins or otherwise prevents the consummation of the transactions contemplated by the stock purchase agreement or any ancillary agreements.

The obligation of Bruker BioSciences to effect the transactions contemplated by the stock purchase agreement are subject to the satisfaction or waiver of the following conditions:

the representations and warranties of the Bruker BioSpin Inc. stockholders (1) that are qualified as to materiality must be true and correct in all respects, and (2) that are not qualified as to materiality must be true and correct in all material respects, in each case, between the time of the execution of the stock purchase agreement and as of the closing (other than representations and warranties that speak as of another specific date or time prior to the date of the execution of the stock purchase agreement, which need only be true and correct as of such date or time);

all of the terms, covenants and conditions to be complied with and performed by the sellers on or prior to the closing shall have been complied with or performed in all material respects;

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Bruker BioSciences shall have received certificates of the sellers certifying that all closing conditions have been satisfied;

the absence of any action, suit or proceeding pending or threatened by or before any governmental authority or by any other person to enjoin, restrain, prohibit or obtain damages in respect of any of the transactions contemplated by the stock purchase agreement or any ancillary agreement, or which would be reasonably likely to prevent or make illegal the consummation of the transactions contemplated by the stock purchase agreement;

Bruker BioSpin Inc. must have provided Bruker BioSciences with a certification relating to certain tax matters;

there shall not have occurred since December 2, 2007 any events that have had, or are, individually or in the aggregate, reasonably likely to have a material adverse effect on Bruker BioSpin Inc.;

Bruker BioSciences shall have received evidence, to its reasonable satisfaction, of the receipt of all requisite third-party and governmental consents;

Bruker BioSciences shall have obtained financing by reputable lenders at reasonable market interest rates and terms and conditions as determined by the special committee in sufficient amounts to complete the transactions, all funds to be received by Bruker BioSciences pursuant to such financing arrangements shall be available pursuant to their terms, and all funds contemplated to be received at closing to fund the transactions shall have been received;

certain real property leases and other contracts of Bruker BioSpin Inc. or of a subsidiary shall have been amended in a manner reasonably acceptable to the special committee;

the approval of the transaction contemplated by the U.S. stock purchase agreement by the holders of at least a majority of the outstanding shares of common stock of Bruker BioSciences who are unaffiliated with the Bruker BioSpin Group Shareholders, who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting;

the approval of the transactions contemplated by the U.S. stock purchase agreement by the holders of shares of capital stock of Bruker BioSciences representing at least a majority of the total votes cast at a duly held meeting of stockholders; and

all conditions precedent in the merger agreement regarding Bruker Biospin Invest and the German share purchase agreement regarding the acquisition of Bruker Physik and Techneon shall have been satisfied or waived.

The obligation of the selling stockholders to effect the transactions contemplated by the U.S. stock purchase agreement are subject to the satisfaction or waiver of the following conditions:

the representations and warranties of Bruker BioSciences that (1) are qualified as to materiality must be true and correct in all respects and (2) are not qualified as to materiality must be true and correct in all material respects, in each case between the time of the execution of the stock purchase agreement and as of the closing (other than representations and warranties that speak as of another specific date or time prior to the date of the execution of the stock purchase agreement, which need only be true and correct as of such date or time);

all of the terms, covenants and conditions to be complied with and performed by Bruker BioSciences on or prior to the date of the closing must have been complied with or performed in all material respects;

sellers shall have received a certificate from Bruker BioSciences certifying that certain closing conditions have been satisfied;

the payment of the purchase price; and

the deposit of the indemnity escrow and the working capital escrow.

Indemnification

Under the U.S. stock purchase agreement, the selling stockholders are obligated jointly and severally to indemnify, defend and hold harmless Bruker BioSciences and any parent, subsidiary, associate, affiliate, director, manager, officer, stockholder, employee or agent thereof, and their respective representatives, successors and permitted assigns from and against and pay on behalf of or reimburse such party in respect of, as and when incurred, all losses which any such party may actually incur, suffer, sustain or become subject to or accrue, as a result of, in connection with, or relating to or by virtue of:

any inaccuracy in, or breach of, any representation or warranty made by Bruker BioSpin Inc. or the selling stockholders under the stock purchase agreement or any ancillary agreement (except with respect to certain representations regarding ownership of Bruker BioSpin Inc. shares, payment of withholding taxes, investment intent and transferability of the shares of Bruker BioSpin Inc. stock to be issued as consideration, each of which are made by each selling stockholder in its individual capacity), without giving effect to any limitations or qualifications as to "materiality" set forth within the stock purchase agreement;

any breach or nonfulfillment of any covenant or agreement on the part of Bruker BioSpin Inc. or the selling stockholders in respect of pre-closing covenants under the stock purchase agreement or any ancillary agreement;

any fees, expenses or other payments incurred or owed by Bruker BioSpin Inc. or the selling stockholders to any agent, broker, investment banker or other firm or person retained or employed by Bruker BioSpin Inc. or the selling stockholders in connection with the transactions contemplated by the stock purchase agreement; or

any liability for taxes arising out of or related to an inaccuracy in, or breach of, any tax representation or warranty in each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, other than losses arising from criminal activity or fraud, in excess of \$10 million; provided, however, that the \$3.25 million described in the limitations on indemnification below shall not apply to this tax liability.

Limitations on Indemnification

In general, the selling stockholders are not obligated to indemnify Bruker BioSciences with respect to losses suffered by Bruker BioSciences resulting from a breach of any representations and warranties under the transaction agreements until the aggregate amount of the losses exceeds \$3,250,000, at which time the sellers will be obligated to indemnify Bruker BioSciences for the total amount of such losses. The sellers' representations and warranties shall survive the closing until the later of (1) the 30th day following the receipt by Bruker BioSciences of the audited financial statements of the Bruker BioSpin Group for the fiscal year ended December 31, 2008 or (2) the resolution of any claim for indemnification of which the sellers have received notice prior to the conclusion of the 30-day period described in clause (1) of this sentence, except with respect to:

The following representations and warranties, which survive indefinitely:

ownership of the shares of common stock of Bruker BioSpin Inc.;

the capitalization of Bruker BioSpin Inc. and its subsidiaries; and

other interests.

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The following representations and warranties, which survive for a period of three years:

no misleading statements;

environmental;

employee benefits; and

proprietary rights.

The following representations and warranties, which survive for a period of sixty calendar days following the expiration of the applicable statute of limitations (including any extension thereof);

withholding tax; and

taxes and tax returns.

The selling stockholders' aggregate indemnification obligations under the transaction agreements may not exceed \$92 million, other than with respect to indemnification for losses arising out of (i) criminal activity or fraud or (ii) breaches of the following representations and warranties:

ownership of shares;

withholding tax;

capitalization of Bruker BioSpin Inc. and its subsidiaries;

taxes;

other interests; and

environmental.

Termination of the U.S. Stock Purchase Agreement

The U.S. stock purchase agreement may be terminated at any time prior to closing by the mutual written consent of Bruker BioSciences and the selling stockholders. In addition, either Bruker BioSciences or the selling stockholders may terminate the stock purchase agreement at any time prior to closing if:

any governmental entity shall have issued an order permanently restraining, enjoining, or otherwise prohibiting the completion of the acquisition and such order is final and nonappealable;

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we do not receive stockholder approval for the transaction;

either the Swiss merger agreement with Bruker BioSpin Invest AG or the German share purchase agreement with Bruker Physik is terminated; or

the closing has not occurred by June 30, 2008, unless a breach of the stock purchase agreement by the party seeking termination is the cause of or results in the failure of the acquisition to be completed.

Bruker BioSciences may terminate the U.S. stock purchase agreement at any time prior to closing if the selling stockholders or Bruker BioSpin Inc. breach any of their respective covenants, representations and warranties, or other agreements contained in the U.S. stock purchase agreement and such breach would give rise to the failure of a condition to Bruker BioSciences' obligation to complete the acquisition and such breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of such breach has been delivered to the breaching party.

The selling stockholders may terminate the U.S. stock purchase agreement at any time prior to closing if Bruker BioSciences breaches any of its covenants, representations and warranties, or other agreements contained in the stock purchase agreement and such breach would give rise to the failure of a condition to the sellers' obligation to complete the acquisition and such breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of such breach has been delivered to Bruker BioSciences.

Expenses

In general, expenses incurred in connection with the U.S. stock purchase agreement and the transactions contemplated thereby will be paid by the party incurring such expenses. Expenses incurred in connection with any filings required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, as a result of the acquisition shall be paid by Bruker BioSciences with respect to its own filings and by Bruker BioSpin Inc. with respect to its and any selling stockholder's filings. In addition, Bruker BioSciences shall be responsible for the payment of all transfer, documentary, sales, use, registration and other such taxes incurred in connection with the transaction, including all applicable German and other real estate transfer or gains taxes and stock transfer taxes.

Amendment and Waiver

The U.S. stock purchase agreement may be amended by the parties at any time by written agreement. Either party may:

extend the time for the performance of any of the obligations or other acts of the other parties;

waive any inaccuracies in the representations and warranties contained in the stock purchase agreement or in any document delivered pursuant thereto;

waive compliance with any of the agreements or conditions contained in the stock purchase agreement; or

waive or modify the performance of any of the obligations of the other party to the stock purchase agreement.

The German Share Purchase Agreement with Bruker Physik GmbH and Techneon AG

General

On December 2, 2007, Bruker BioSciences and its indirect subsidiaries Bruker Daltonik GmbH and Bruker Optik GmbH entered into an agreement to acquire all of the outstanding shares of Bruker Physik GmbH, a German limited liability company, and Techneon AG, a Swiss stock corporation, with Bruker Physik, Techneon, SciTec GmbH & Co. KG, a German limited partnership, and the Bruker Physik shareholders. Techneon owns approximately 13% of the outstanding share capital of Bruker Physik, while the other 87% is held by the Bruker BioSpin Group Shareholders. We sometimes refer to this agreement as the German share purchase agreement in this proxy statement.

In connection with the German share purchase agreement, SciTec and Isolde Laukien-Kleiner have agreed to sell Bruker Optik GmbH, an affiliate of our company, certain real property held by them for an aggregate purchase price of €1,416,250 in cash.

Closing Date

Unless the parties agree otherwise, the closing of the share purchase will take place on the later of January 23, 2008 or the first business day following the satisfaction or waiver of all of the closing conditions.

Purchase Price-Payment

The German share purchase agreement provides that Bruker BioSciences (which will assign its purchase rights to Bruker BioSpin Corporation), Bruker Daltonik and Bruker Optik shall purchase all of the outstanding shares of Bruker Physik and Techneon for an aggregate purchase price of \$286.0 million, which will be payable in cash at closing to the Bruker Physik and Techneon shareholders pro rata in accordance with their respective ownership. In addition, a parcel of real property owned equally by Scitek and Isolde Laukien-Kleiner will be sold to Bruker Optik for €1,416,250.

Escrow

Indemnity Escrow. A \$92 million escrow fund established pursuant to the U.S. stock purchase agreement, and discussed above, will serve as security for fulfillment by the sellers of their indemnification obligations set forth in the German share purchase agreement. See the discussion set forth above in "The Stock Purchase Agreement with Bruker Biospin Inc. Escrow Indemnity Escrow" for additional information regarding the indemnity escrow fund.

Working Capital. A \$6.75 million escrow fund established pursuant to the U.S. stock purchase agreement, as discussed above, will serve as security for fulfillment by the sellers of their obligations to deliver a specified amount of working capital in the Bruker BioSpin Group at closing. See the discussion set forth above in "The Stock Purchase Agreement with Bruker Biospin Inc. Escrow Working Capital" for additional information regarding the working capital escrow fund.

Representations and Warranties

The German share purchase agreement contains customary representations and warranties made by Bruker Physik, Techneon and Bruker Physik shareholders to Bruker BioSciences, subject, in some cases, to specified exceptions and qualifications contained in the German share purchase agreement or in the disclosure schedule delivered in connection therewith.

The assertions embodied in those representations and warranties were made solely for purposes of the German share purchase agreement and may be subject to important qualifications and limitations. For example, many of Bruker Physik's and Techneon's representations and warranties are qualified by a Material Adverse Effect standard. For purposes of the German share purchase agreement, a "Material Adverse Effect" means any circumstance, change or effect that, individually or in the aggregate with other circumstances, changes or effects, is or is reasonably likely to materially delay or impede the consummation of the transactions contemplated by the German share purchase agreement or be materially adverse to the business, operations (including results of operations), prospects, assets, liabilities, or financial condition of Bruker Physik, Techneon and their subsidiaries taken as a whole; provided, however, that none of the following, either alone or in combination, shall be considered in determining whether there has been a "Material Adverse Effect": (1) events, circumstances, changes or effects (including legal and regulatory changes) that generally affect the industries in which each of Bruker Physik, Techneon and their subsidiaries operate, other than such events, circumstances, changes or effects that disproportionately affect (relative to other industry participants) Bruker Physik, Techneon or their subsidiaries and (2) changes caused by a material worsening of current conditions caused by acts of terrorism or war occurring after the date of the German share purchase agreement.

Some of the representations and warranties in the German share purchase agreement may not be accurate or complete as of any specified date or may be subject to contractual standards of materiality that differ from the standards of materiality under U.S. federal securities laws. For the foregoing reasons, you should not rely on the representations and warranties as statements of factual information.

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The representations and warranties regarding Bruker Physik and Techneon and their respective subsidiaries made to Bruker BioSciences, Bruker Optik and Bruker Daltonik by Bruker Physik and Techneon and their respective shareholders relate to, among other things:

corporate organization, including due incorporation, good standing, corporate power and qualification to conduct business;

authorization, execution, delivery and performance and the enforceability of the share purchase agreement and related matters;

capital structure;

absence of conflicts with, or violations of, organizational documents or other obligations as a result of the consummation of the transactions contemplated by the stock purchase agreement;

identification of required governmental filings and consents;

absence of violations of any law, or necessity of any approval, as a result of the execution and delivery of, or consummation of the transactions contemplated by, the stock purchase agreement;

compliance with applicable laws and permits;

books and records;

delivery and accuracy of financial statements;

absence of undisclosed material liabilities;

litigation matters;

absence of a Material Adverse Effect and certain other material changes or events since December 31, 2006;

disclosure of certain contracts;

employee matters, employee benefit plans, employment agreements, pensions and labor relations;

absence of default under material contracts;

transactions with affiliates;

accounts receivable;

owned and leased property;

environmental matters;

brokers' and finders' fees;

tax matters;

intellectual property matters;

information technology matters;

bank accounts;

inventory;

customer deposits;

insurance policies; and

no representation, warranty, statement or covenant contains an untrue statement of material fact or omits to state a material fact required to be stated in the share purchase agreement or necessary to make the statements contained in the merger agreement not misleading.

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In addition, Bruker Physik and Techneon shareholders made representations and warranties to Bruker BioSciences, Bruker Optik and Bruker Daltonik regarding:

authorization, execution, delivery and performance and the enforceability of the German share purchase agreement and related matters;

absence of conflicts with or violations of the German share purchase agreement or any ancillary agreements;

litigation matters;

identification of required filings and consents;

withholding tax;

brokers' and finders' fees;

beneficial ownership of Bruker Physik and Techneon shares;

the composition of the assets of SciTec; and

certain representations pertaining to real property held by SciTec and Isolde Laukien-Kleiner.

The representations and warranties regarding Bruker BioSciences made by Bruker BioSciences to the selling shareholders relate to, among other things:

corporate matters, including due organization, good standing, corporate power and qualification;

authorization, execution, delivery and performance and the enforceability of the share purchase agreement and related matters;

absence of conflicts with, or violations of, organizational documents or other obligations as a result of the consummation of the transactions contemplated by the share purchase agreement;

brokers' and finders' fees; and

accredited investor status and investment intent of purchase.

Covenants

Conduct of Bruker Physik's and Techneon's Business. During the period between the execution of the stock purchase agreement and the closing, the businesses of Bruker Physik, Techneon and their respective subsidiaries must be conducted in the ordinary course of business consistent with past practice. Bruker Physik and Techneon are obligated to, and the selling shareholders are obligated to cause Bruker Physik and Techneon to, use commercially reasonable efforts to preserve their material properties, assets and business organizations (including those of its subsidiaries). Specifically, each of Bruker Physik and Techneon have agreed that, among other things and subject to certain exceptions, neither Bruker Physik, Techneon and their respective subsidiaries may, and the selling shareholders have agreed to cause Bruker Physik, Techneon and their respective subsidiaries not to, without Bruker BioSciences' written consent:

amend any of its corporate documents;

liquidate, dissolve, recapitalize or otherwise wind up its business;

make any distribution or declare, pay or set aside any dividend (in cash or property);

split, combine, redeem, reclassify, purchase or otherwise acquire any equity interests or shares of capital stock of, or other equity or voting interest in, Bruker Physik, Techneon or any subsidiary, or make any other changes in the capital structure of Bruker Physik, Techneon or any of its subsidiaries;

grant any person any right or option to acquire any shares of its capital shares or engage in any discussions or negotiations regarding these topics;

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enter into any agreement, understanding or arrangement with respect to the sale, voting, registration or repurchase of its capital stock;

other than in the ordinary course of business, acquire or dispose of any interest in any corporation, partnership or other person or assets comprising a business or any other property or assets;

other than in the ordinary course of business, sell, assign, pledge, dispose of, transfer, lease, license, guarantee or encumber, or authorize the sale, pledge, disposition, transfer, lease, license, guarantee or encumbrance of, any amount of property or assets;

other than with respect to the sale of certain property held by selling shareholders, sell, assign, lease, license, transfer or otherwise dispose of, mortgage, pledge or encumber, any real property, or amend, terminate, modify or renew any real property lease;

incur any indebtedness or issue any debt securities or assume, guarantee or endorse the obligations of any other person in excess of €325,000 in the aggregate;

cancel any third-party indebtedness owed to Bruker Physik or Techneon;

increase the rate or terms of compensation or benefits of any of its directors, managers, officers, employees, consultants, agents, independent contractors or other individual service providers;

hire any new employees except in the ordinary course of business whose total compensation exceeds €100,000;

pay or agree to pay any employee benefit or pension commitment not required or permitted by any existing employee benefit plan;

enter into or amend any employment, bonus, severance or retirement contract, except for agreements for newly hired employees in the ordinary course of business with annual compensation not to exceed €100,000;

except as required to ensure that any benefit plan is not then out of compliance with applicable law, enter into or adopt any new, or increase benefits under or renew or amend any existing, benefit plan or benefit arrangement or any collective bargaining agreement;

make any distributions, loans, advances or capital contributions (other than advances for travel and other normal business expenses to officers and employees) except in the ordinary course of business;

except as specifically set forth in the agreement, commit to make any capital expenditure or fail to make capital expenditures consistent with past practice;

fail to maintain all its assets in good repair and condition, except to the extent of wear or use in the ordinary course of business or damage by fire or other unavoidable casualty;

except as may be required as a result of a change in applicable tax or GAAP, make, revoke or change any tax election or change any tax accounting method, settle or compromise any tax liability, or waive or consent to the extension of any statute of limitations for the assessment and collection of any tax;

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except as may be required as a result of a change in applicable law or GAAP, change any accounting principles or practices;

institute, settle or dismiss any action or claim threatened against, relating to or involving Bruker Physik or Technon or any of their respective subsidiaries in connection with any business, asset or property of Bruker Physik or Technon or any of their respective subsidiaries;

other than various intercompany contracts and leases, enter into any long-term contracts involving the payment or provision of goods or services in excess of €325,000, except for the

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acceptance of customer purchase orders in the ordinary course of business with terms up to 24 months and individual amounts up to €3,250,000;

fail to pay the accounts payable or other liabilities or fail to collect the accounts receivable or other indebtedness owed or take any action not consistent with past practices that is designed to accelerate or has the effect of accelerating the receipt of any amounts of cash earlier than such cash would have been realized consistent with past practices;

enter into, or renew, amend or modify any contracts relating to derivative or hedging transactions; or

agree in writing to take any of the above actions.

Reasonable Best Efforts. The parties to the share purchase agreement have each agreed to cooperate with each other and use reasonable efforts to do or cause to be done all things necessary, proper or advisable to consummate the transactions contemplated by the share purchase agreement, including to use commercially reasonable efforts to obtain all consents and approvals of governmental authorities and third parties necessary to consummate the merger.

Voting Agreement. Bruker Physik and Techneon shareholders have agreed to vote in favor of the transactions contemplated by the German share purchase agreement.

No Solicitation. Bruker Physik and Techneon have agreed to, and to cause their respective subsidiaries to, and the selling shareholders have agreed to, and to cause Bruker Physik, Techneon and their respective subsidiaries to, cause each of its officers, managers, employees, subsidiaries, affiliates, agents and other representatives to, as of the execution of the stock purchase agreement, cease any existing discussions or negotiations with respect to any inquiry or proposal regarding the sale, consolidation, merger or other similar transaction regarding Bruker Physik and Techneon and not to initiate any such discussions or negotiations (other than with the company or their managers, officers, employees, subsidiaries, agents or other affiliates) concerning any such inquiry or proposal. The selling shareholders, Bruker Physik and Techneon are obligated to disclose immediately any such third party inquiries or proposals, including the terms of any such inquiries or proposals.

Noncompetition and Nonsolicitation. For a period of five years from the closing date, Bruker BioSpin Inc. stockholders and their affiliates may not directly or indirectly: (1) engage in, hold an interest in, own, manage, operate, control, direct, be connected with as a stockholder (other than as a holder of less than 1% of a publicly traded security), joint venturer, partner, consultant or employee, or otherwise engage or participate in, provide services to or be connected in any manner with or assist in any way any entity, person or business that engages in a business involving the design, manufacture and distribution of (a) life science, process control and analytical research tools based on nuclear magnetic resonance, electron paramagnetic resonance, research magnetic resonance imaging, superconducting magnets and wires for nuclear magnetic resonance, electron paramagnetic resonance or research magnetic resonance imaging, (b) cryogenic RF coil technologies for nuclear magnetic resonance, electron paramagnetic resonance or research magnetic resonance imaging, or (c) other specialty power supply technologies; or (2) solicit for employment or hire any employee of Bruker Physik or Techneon or any of their respective subsidiaries without the prior written consent of Bruker BioSciences, unless the employee has replied or responded to either a general solicitation or advertisement for employment by a Bruker BioSpin Group Shareholders or their affiliates or to a solicitation made twelve months after the employee's employment had been terminated by Bruker Physik or Techneon.

No Election. Bruker BioSciences Corporation and the other purchasers signing the German share purchase agreement will not make an election under Section 338 of the Code with respect to Bruker Physik or Techneon, or any stock held, directly or indirectly, by either of them.

Compulsory Share Transfer. As soon as possible after January 1, 2008, the selling shareholders and Techneon shall cause certain shares of Bruker Physik and Techneon held of record by various directors

to be transferred to SciTec, free and clear of any liens, and shall cause the share register of Techneon to be duly revised to reflect the record and beneficial ownership of these shares.

Conditions to the Acquisition

The respective obligations of each party to effect the transactions contemplated by the share purchase agreement are subject to the satisfaction, on or prior to the closing, of the following conditions:

The waiting periods (1) under the HSR Act applicable to the consummation of the Bruker BioSpin Inc. transaction shall have expired or been terminated and all necessary consents of any governmental authority required for consummation of these transactions shall have been obtained and (2) applicable to the consummation of these transactions and instituted by the European Commission and/or the European Union member states' agencies shall have expired or been terminated and all requisite approvals, waiting or suspensory periods (and any extensions thereof), waivers, permits, consents, reviews, sanctions, orders, rulings, decisions, declarations, certificates and exemptions required for the consummation of these transactions under any corresponding requirements of the European Union member states or competition regulatory authorities in other jurisdictions shall have been obtained;

there shall not be in effect any law of any governmental authority of competent jurisdiction restraining, enjoining or otherwise preventing the consummation of the transactions contemplated by the German share purchase agreement or any ancillary agreement;

the closing contemplated by the U.S. stock purchase agreement between the company and Bruker BioSpin Inc. shall have occurred; and

the closing contemplated by the merger agreement with Bruker BioSpin Invest shall have occurred.

The obligation of the purchasers to effect the transactions contemplated by the German share purchase agreement are subject to the satisfaction or waiver of the following conditions:

the representations and warranties of the Bruker Physik and Techneon shareholders (1) that are qualified as to materiality must be true and correct in all respects and (2) that are not qualified as to materiality must be true and correct in all material respects, in each case, between the time of the execution of the stock purchase agreement and as of the closing (other than representations and warranties that speak as of another specific date or time prior to the date of the execution of the stock purchase agreement, which need only be true and correct as of such date or time);

all of the terms, covenants and conditions to be complied with and performed by the sellers on or prior to the closing shall have been complied with or performed in all material respects;

the purchasers shall have received certificates from the sellers certifying that all closing conditions have been satisfied;

the absence of any action, suit or proceeding pending or threatened by or before any governmental authority or by any other person to enjoin, restrain, prohibit or obtain damages in respect of any of the transactions contemplated by the share purchase agreement or any ancillary agreement, or which would be reasonably likely to prevent or make illegal the consummation of the transactions contemplated by the share purchase agreement;

there shall not have occurred since December 2, 2007 any events that have had, or are, individually or in the aggregate, reasonably likely to have a material adverse effect on Bruker Physik;

Bruker BioSciences shall have received evidence, to its reasonable satisfaction, of the receipt of all requisite third-party and governmental consents;

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Bruker BioSciences shall have obtained financing by reputable lenders at reasonable market interest rates and terms and conditions as determined by the special committee in sufficient amounts to complete the transactions, all funds to be received by Bruker BioSciences pursuant to such financing arrangements shall be available pursuant to their terms, and all funds contemplated to be received at closing to fund the transactions shall have been received or will be made available during the closing;

the approval of the transactions contemplated by the German share purchase agreement by the holders of at least a majority of the outstanding shares of common stock of Bruker BioSciences who are unaffiliated with the Bruker BioSpin Group Shareholders, who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting;

the approval of the transactions contemplated by the German share purchase agreement by the holders of shares of capital stock of Bruker BioSciences representing at least a majority of the total votes cast at a duly held meeting of stockholders;

some selling shareholders have entered into an agreement to transfer real property held by those shareholders and all payments under that agreement have been fulfilled or validly waived;

the special committee shall have obtained adequate proof that no consent of any spouse of any of the Bruker BioSpin Group Shareholders is required for the entering into and consummation of German share purchase agreement, or such consent shall have been granted;

the special committee shall have obtained adequate proof that there are no claims of any of the selling shareholders against Bruker Physik, Techneon or their respective subsidiaries (except for claims under the current service agreements of those selling shareholders that are employed by Bruker Physik, Techneon or their respective subsidiaries and except for certain pension entitlements);

Bruker Physik and Techneon shall have furnished to Bruker BioSciences and Bruker Physik, respectively, a certification in accordance with Treasury Regulation Section 1.1445-2(c) and in the form provided in Treasury Regulation Section 1.897-2(h)(2); and

all shares as part of the compulsory share transfer shall have been transferred, free and clear of any liens, and the share register of Techneon shall reflect the record and beneficial ownership of such shares.

The obligation of the selling shareholders to effect the transactions contemplated by the German share purchase agreement are subject to the satisfaction or waiver of the following conditions:

the representations and warranties of Bruker BioSciences that (1) are qualified as to materiality must be true and correct in all respects and (2) are not qualified as to materiality must be true and correct in all material respects, in each case between the time of the execution of the stock purchase agreement and as of the closing (other than representations and warranties that speak as of another specific date or time prior to the date of the execution of the stock purchase agreement, which need only be true and correct as of such date or time);

the sellers shall have received a certificate from the purchasers certifying that certain of the purchasers' closing conditions have been satisfied;

all of the terms, covenants and conditions to be complied with and performed by Bruker BioSciences on or prior to the date of the closing must have been complied with or performed in all material respects; and

the payment of the purchase price.

Indemnification

Under the German share purchase agreement, the selling stockholders are obligated jointly and severally to indemnify, defend and hold harmless the subsidiaries of the company that are parties to the share purchase agreement and any parent, subsidiary, associate, affiliate, director, manager, officer, stockholder, employee or agent thereof, and their respective representatives, successors and permitted assigns from and against and pay on behalf of or reimburse such party in respect of, as and when incurred, all losses which any such party may actually incur, suffer, sustain or become subject to or accrue, as a result of, in connection with, or relating to or by virtue of:

any inaccuracy in, or breach of, any representation or warranty made by Bruker Physik or Techneon or the selling shareholders under the share purchase agreement or any ancillary agreement, without giving effect to any limitations or qualifications as to "materiality" set forth within the German share purchase agreement;

any breach or nonfulfillment of any covenant or agreement on the part of Bruker Physik, Techneon or the selling shareholders in respect of pre-closing covenants under the share purchase agreement or any ancillary agreement;

any fees, expenses or other payments incurred or owed by Bruker Physik, Techneon or the selling shareholders to any agent, broker, investment banker or other firm or person retained or employed by Bruker Physik, Techneon or the selling shareholders in connection with the transactions contemplated by the German share purchase agreement; or

any liability for taxes arising out of or related to an inaccuracy in, or breach of, any tax representation or warranty in each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, other than losses arising from criminal activity or fraud, in excess of \$10 million; provided, however, that the \$3.25 million described in the limitations on indemnification below shall not apply to this tax liability.

Limitations on Indemnification

In general, the selling shareholders are not obligated to indemnify the purchasers with respect to losses resulting from a breach of any representations and warranties under the transaction agreements until the aggregate amount of the losses exceeds \$3,250,000, at which time the sellers will be obligated to indemnify for the total amount of such losses. The sellers' representations and warranties shall survive the closing until the later of (1) the 30th day following the receipt by Bruker BioSciences of the audited financial statements of the Bruker BioSpin Group for the fiscal year ended December 31, 2008 or (2) the resolution of any claim for indemnification of which the sellers have received notice prior to the conclusion of the 30-day period described in clause (1) of this sentence, except with respect to:

The following representations and warranties, which survive ten years:

ownership of the shares of Bruker Physik and Techneon; and

the capitalization of Bruker Physik, Techneon and their respective subsidiaries.

The following representations and warranties, which survive for a period of three years:

environmental;

labor relations and employee benefits;

no misleading statements; and

proprietary rights.

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The following representations and warranties, which survive for a period of sixty calendar days following the expiration of the applicable statute of limitations (including any extension thereof);

withholding tax; and

taxes and tax returns.

The selling shareholders' aggregate indemnification obligations under the transaction agreements may not exceed \$92 million, other than with respect to indemnification for losses arising out of (i) criminal activity or fraud or (ii) breaches of the following representations and warranties:

ownership of shares;

withholding tax;

capitalization;

other interests;

environmental; and

no misleading statements.

Termination of the German Share Purchase Agreement

The German share purchase agreement may be terminated at any time prior to closing by the mutual written consent of the parties to the agreement. In addition, either party may terminate the share purchase agreement at any time prior to closing if:

any governmental entity shall have issued an order permanently restraining, enjoining, or otherwise prohibiting the completion of the acquisition and such order is final and nonappealable;

stockholder approval is not obtained for the transaction;

either the Swiss merger agreement with Bruker BioSpin Invest or the U.S. stock purchase agreement with Bruker BioSpin Inc. is terminated; or

the closing has not occurred by June 30, 2008, unless a breach of the German share purchase agreement by the party seeking termination is the cause of or results in the failure of the acquisition to be completed.

We may terminate the German share purchase agreement at any time prior to closing if the selling stockholders, Bruker Physik, or Technon breach any of their respective covenants, representations and warranties, or other agreements contained in the stock purchase agreement and the breach would give rise to the failure of a condition to our obligation to complete the acquisition and the breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of the breach has been delivered to the breaching party.

The selling stockholders may terminate the share purchase agreement at any time prior to closing if we breach any of the covenants, representations and warranties, or other agreements contained in the share purchase agreement and the breach would give rise to the failure of a condition to the selling shareholders' obligation to complete the acquisition and the breach is not curable or, if curable, is not cured or waived

within 20 calendar days after written notice of the breach has been delivered to Bruker BioSciences.

Expenses

In general, expenses incurred in connection with the German share purchase agreement and the transactions contemplated thereby will be paid by the party incurring such expenses. Expenses incurred in connection with any filings required under the Hart-Scott-Rodino Antitrust Improvements Act of

1976, as amended, as a result of the acquisition shall be paid by Bruker BioSciences with respect to its own filings and by Bruker Physik and Technon with respect to their and any selling stockholder's filings. In addition, Bruker BioSciences shall be responsible for the payment of all transfer, documentary, sales, use, registration and other such taxes incurred in connection with the transaction, including all applicable German and other real estate transfer or gains taxes and stock transfer taxes.

Amendment and Waiver

The German share purchase agreement may be amended by the parties at any time by written agreement. Either party may:

extend the time for the performance of any of the obligations or other acts of the other parties;

waive any inaccuracies in the representations and warranties contained in the German share purchase agreement or in any document delivered pursuant thereto;

waive compliance with any of the agreements or conditions contained in the German share purchase agreement; or

waive or modify the performance of any of the obligations of the other party to the German share purchase agreement.

The Swiss Merger Agreement With Bruker Biospin Invest AG

General

On December 2, 2007, we entered into an Agreement and Plan of Merger with Bruker BioSpin Invest AG, which we sometimes refer to as BioSpin Invest in this proxy statement, Bruker BioSpin Beteiligungs AG and the shareholders of BioSpin Invest relating to the merger of Bruker BioSpin Beteiligungs with and into BioSpin Invest and to approve the related issuance of our common stock in connection with the merger. We sometimes refer to this agreement as the Swiss merger agreement in this proxy statement.

Closing Date

Unless the parties agree otherwise, the closing of the merger will take place on the later of January 23, 2008 or the first business day following the satisfaction or waiver of all of the closing conditions.

Purchase Price Payment

We will pay aggregate consideration of 57,544,872 shares to the BioSpin Invest shareholders, to be paid in restricted unregistered shares of our common stock, which have a market value, as of December 5, 2007, of \$703,773,785. Upon consummation of the merger, BioSpin Invest will become an indirect wholly-owned subsidiary of Bruker BioSciences.

Dividend

Prior to the signing of the Swiss merger agreement, BioSpin Invest declared a dividend in the amount of 75 million Swiss Francs (approximately \$66.7 million based on the exchange rate of \$0.89 U.S. Dollars per Swiss Franc on December 5, 2007) to its shareholders. This dividend will be paid during December 2007, whether or not the transactions discussed in this proxy statement are approved by the stockholders of Bruker BioSciences.

Escrow

Indemnity Escrow. A \$92 million escrow fund established pursuant to the U.S. stock purchase agreement, and discussed above, will serve as security for fulfillment by the sellers of their

indemnification obligations set forth in the merger agreement. See the discussion set forth above in "The Stock Purchase Agreement with Bruker Biospin Inc. Escrow Indemnity Escrow" for additional information regarding the indemnity escrow fund.

Working Capital. A \$6.75 million escrow fund established pursuant to the U.S. stock purchase agreement, as discussed above, will serve as security for fulfillment by the sellers of their obligations to deliver a specified amount of working capital in the Bruker BioSpin Group at closing. See the discussion set forth above in "The Stock Purchase Agreement with Bruker Biospin Inc. Escrow Working Capital Escrow" for additional information regarding the working capital escrow fund.

Representations and Warranties

The Swiss merger agreement contains customary representations and warranties made by BioSpin Invest and BioSpin Invest shareholders to Bruker BioSciences, subject, in some cases, to specified exceptions and qualifications contained in the merger agreement or in the disclosure schedule delivered in connection therewith.

The assertions embodied in those representations and warranties were made solely for purposes of the merger agreement and may be subject to important qualifications and limitations. For example, many of BioSpin Invest's representations and warranties are qualified by a Material Adverse Effect standard. For purposes of the Swiss merger agreement, a "Material Adverse Effect" means any circumstance, change or effect that, individually or in the aggregate with other circumstances, changes or effects, is or is reasonably likely to materially delay or impede the consummation of the transactions contemplated by the merger agreement or be materially adverse to the business, operations (including results of operations), prospects, assets, liabilities, or financial condition of BioSpin Invest and its subsidiaries taken as a whole; provided, however, that none of the following, either alone or in combination, shall be considered in determining whether there has been a "Material Adverse Effect": (1) events, circumstances, changes or effects (including legal and regulatory changes) that generally affect the industries in which each of BioSpin Invest and its subsidiaries operate, other than such events, circumstances, changes or effects that disproportionately affect (relative to other industry participants) BioSpin Invest or its subsidiaries and (2) changes caused by a material worsening of current conditions caused by acts of terrorism or war occurring after the date of the merger agreement.

Some of the representations and warranties in the Swiss merger agreement may not be accurate or complete as of any specified date or may be subject to contractual standards of materiality that differ from the standards of materiality under U.S. federal securities laws. For the foregoing reasons, you should not rely on the representations and warranties as statements of factual information.

The representations and warranties regarding BioSpin Invest and its subsidiaries made to Bruker BioSciences by BioSpin Invest and its stockholders relate to, among other things:

corporate organization, including due incorporation, good standing, corporate power and qualification to conduct business;

authorization, execution, delivery and performance and the enforceability of the merger agreement and related matters;

capital structure;

absence of conflicts with, or violations of, organizational documents or other obligations as a result of the consummation of the transactions contemplated by the merger agreement;

identification of required governmental filings and consents;

absence of violations of any law, or necessity of any approval, as a result of the execution and delivery of, or consummation of the transactions contemplated by, the merger agreement;

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compliance with applicable laws and permits;

books and records;

delivery and accuracy of financial statements;

absence of undisclosed material liabilities;

litigation matters;

absence of a Material Adverse Effect and certain other material changes or events since December 31, 2006;

disclosure of certain contracts;

employee matters, employee benefit plans, employment agreements, pensions and labor relations;

absence of default under material contracts;

transactions with affiliates;

accounts receivable;

owned and leased property;

environmental matters;

brokers' and finders' fees;

customer deposits;

tax matters;

intellectual property matters;

information technology matters;

bank accounts;

inventory;

insurance policies; and

no representation, warranty, statement or covenant contains an untrue statement of material fact or omits to state a material fact required to be stated in the merger agreement or necessary to make the statements contained in the merger agreement not misleading.

In addition, each BioSpin Invest shareholder made representations and warranties to Bruker BioSciences regarding:

authorization, execution, delivery and performance and the enforceability of the merger agreement and related matters;

absence of conflicts with or violations of the merger agreement or any ancillary agreements;

litigation matters;

identification of required filings and consents;

withholding tax;

brokers' and finders' fees;

beneficial ownership of BioSpin Invest shares;

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the acquisition of BioSpin Invest shares for investment purposes only and the shareholders' status as accredited investors;
and

acknowledgement of appropriate legends on stock certificates received in the merger.

The representations and warranties regarding Bruker BioSciences made by Bruker BioSciences to the selling stockholders relate to, among other things:

corporate matters, including due organization, good standing, corporate power and qualification;

capital structure;

authorization, execution, delivery and performance and the enforceability of the merger agreement and related matters;

absence of conflicts with, or violations of, organizational documents or other obligations as a result of the consummation of the transactions contemplated by the merger agreement;

brokers' and finders' fees;

SEC filings and financial statements; and

the acquisition of BioSpin Invest shares for investment purposes only and the company's status as an accredited investor.

Covenants

Conduct of BioSpin Invest's Business. During the period between the execution of the merger agreement and the closing, the businesses of BioSpin Invest and its subsidiaries must be conducted in the ordinary course of business consistent with past practice. BioSpin Invest is obligated to, and the selling stockholders are obligated to cause BioSpin Invest to, use commercially reasonable efforts to preserve BioSpin Invest's material properties, assets and business organizations (including those of its subsidiaries). Specifically, BioSpin Invest has agreed that, among other things and subject to certain exceptions, neither BioSpin Invest nor any of its subsidiaries may, and the selling stockholders have agreed to cause BioSpin Invest and its subsidiaries not to, without Bruker BioSciences' written consent:

amend any of its organizational documents;

liquidate, dissolve, recapitalize or otherwise wind up its business;

make any distribution or declare, pay or set aside any dividend (in cash or property), except as set forth in the merger agreement;

split, combine, redeem, reclassify, purchase or otherwise acquire any equity interests or shares of capital stock of, or other equity or voting interest in, BioSpin Invest or any subsidiary, or make any other changes in the capital structure of BioSpin Invest or any of its subsidiaries;

grant any person any right or option to acquire any shares of its capital stock or enter into any discussions or negotiations regarding these topics;

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enter into any agreement, understanding or arrangement with respect to the sale, voting, registration or repurchase of its capital stock;

other than in the ordinary course of business, acquire or dispose of any interest in any corporation, partnership or other person or assets comprising a business or any other property or assets;

other than in the ordinary course of business, sell, assign, pledge, dispose of, transfer, lease, license, guarantee or encumber, or authorize the sale, pledge, disposition, transfer, lease, license, guarantee or encumbrance of, any amount of property or assets;

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sell, assign, lease, license, transfer or otherwise dispose of, mortgage, pledge or encumber, any real property, or amend, terminate, modify or renew any real property lease;

incur any indebtedness or issue any debt securities or assume, guarantee or endorse the obligations of any other person in excess of \$600,000 in the aggregate;

cancel any third-party indebtedness owed to BioSpin Invest;

increase the rate or terms of compensation or benefits of any of its directors, managers, officers, employees, consultants, agents, independent contractors or other individual service providers;

hire any new employees, except in the ordinary course of business, whose total compensation equals \$150,000 or greater;

pay or agree to pay any employee benefit not required or permitted by any existing employee benefit plan;

enter into or amend any employment, bonus, severance or retirement contract, except for agreements for newly hired employees in the ordinary course of business with annual compensation not to exceed \$150,000;

except as required to ensure that any benefit plan is not then out of compliance with applicable law, enter into or adopt any new, or increase benefits under or renew or amend any existing, benefit plan or benefit arrangement or any collective bargaining agreement;

make any distributions, loans, advances or capital contributions (other than advances for travel and other normal business expenses to officers and employees) except in the ordinary course of business;

commit to make any capital expenditure or fail to make capital expenditures consistent with past practice;

fail to maintain all its assets in good repair and condition, except to the extent of wear or use in the ordinary course of business or damage by fire or other unavoidable casualty;

except as may be required as a result of a change in applicable law or GAAP, make, revoke or change any tax election or change any tax accounting method, settle or compromise any tax liability, or waive or consent to the extension of any statute of limitations for the assessment and collection of any tax;

except as may be required as a result of a change in applicable law or GAAP, change any accounting principles or practices;

other than any reasonable settlement, institute, settle or dismiss any action or claim threatened against, relating to or involving BioSpin Invest or any of its subsidiaries in connection with any business, asset or property of BioSpin Invest or any of its subsidiaries;

other than various intercompany contracts and leases, enter into any long-term contracts involving the payment or provision of goods or services in excess of \$500,000, except for the acceptance of customer purchase orders in the ordinary course of business with terms up to 24 months and individual amounts up to \$5,000,000;

enter into, renew or amend any contracts relating to derivative instruments or hedging transactions;

enter into, or renew, amend or otherwise modify or extend, any contracts relating to derivative or hedging transactions or similar transactions, including currency derivative or hedging contracts or transactions; or

fail to pay the accounts payable or other liabilities or fail to collect the accounts receivable or other indebtedness owed.

Reasonable Best Efforts. BioSpin Invest and its shareholders and Bruker BioSciences have each agreed to cooperate with each other and use reasonable efforts to do or cause to be done all things necessary, proper or advisable to consummate the transactions contemplated by the merger agreement, including to use commercially reasonable efforts to obtain all consents and approvals of governmental authorities and third parties necessary to consummate the merger.

Voting Agreement. BioSpin Invest shareholders that are also Bruker BioSciences stockholders have agreed to vote in their capacity as holders of shares of common stock of Bruker BioSciences in favor of the transactions contemplated by the merger agreement.

No Solicitation. BioSpin Invest has agreed to, and to cause its subsidiaries to, and BioSpin Invest AG's shareholders have agreed to, and to cause BioSpin Invest and its subsidiaries to, cause each of its officers, managers, employees, subsidiaries, affiliates, agents and other representatives to, as of the execution of the merger agreement, cease any existing discussions or negotiations with respect to any inquiry or proposal regarding the sale, consolidation, merger or other similar transaction regarding BioSpin Invest and not to initiate any such discussions or negotiations (other than with Bruker BioSciences or its managers, officers, employees, subsidiaries, agents or other affiliates) concerning any such inquiry or proposal. The selling stockholders and BioSpin Invest are obligated to disclose immediately to Bruker BioSciences any such third party inquiries or proposals, including the terms of any such inquiries or proposals.

Noncompetition and Nonsolicitation. For a period of five years from the closing date, Bruker BioSpin Inc. stockholders and their affiliates may not directly or indirectly: (1) engage in, hold an interest in, own, manage, operate, control, direct, be connected with as a stockholder (other than as a holder of less than 1% of a publicly traded security), joint venturer, partner, consultant or employee, or otherwise engage or participate in, provide services to or be connected in any manner with or assist in any way any entity, person or business that engages in a business involving the design, manufacture and distribution of (a) life science, process control and analytical research tools based on nuclear magnetic resonance, electron paramagnetic resonance, research magnetic resonance imaging, superconducting magnets and wires for nuclear magnetic resonance, electron paramagnetic resonance or research magnetic resonance imaging, (b) cryogenic RF coil technologies for nuclear magnetic resonance, electron paramagnetic resonance or research magnetic resonance imaging, or (c) other specialty power supply technologies; or (2) solicit for employment or hire any employee of BioSpin Invest or any of its subsidiaries without the prior written consent of Bruker BioSciences, unless the employee has replied or responded to either a general solicitation or advertisement for employment by a Bruker BioSpin Group Shareholder or their affiliates or to a solicitation made twelve months after the employee's employment had been terminated by BioSpin Invest.

Access to Information. BioSpin Invest has agreed to allow Bruker BioSciences access to its properties, books, assets, records and personnel.

No Election. Bruker BioSciences will not make an election under Section 338 of the Code with respect to BioSpin Invest, or any stock held by BioSpin Invest.

Compulsory Share Transfer. As soon as possible after January 1, 2008, the selling shareholders and BioSpin Invest shall cause certain shares of BioSpin Invest to be transferred to Isolde Laukien-Kleiner, free and clear of any liens, and shall cause the share register of BioSpin Invest to be duly revised to reflect the record and beneficial ownership these shares.

Compulsory Share Transfer Relating to Bruker AG and Bruker International. As soon as possible after January 1, 2008, BioSpin Invest shareholders and BioSpin Invest shall cause all compulsory shares

held by the members of the board of directors of Bruker BioSpin AG and Bruker BioSpin International AG to be transferred to BioSpin Invest, free and clear of any liens, and shall cause the share registers of Bruker BioSpin AG and Bruker BioSpin International AG to be duly revised to accurately reflect the record and beneficial ownership of all shares in these companies.

Share Transfer. The selling shareholders and BioSpin Invest shall cause certain shares of BioSpin Invest held of record by Wheeler & Co. for the benefit of Marc M. Laukien, to be transferred to Marc M. Laukien, free and clear of any liens, and shall cause the share register of BioSpin Invest to be duly revised to reflect the record and beneficial ownership these shares.

Conditions to the Acquisition

The respective obligations of each party to effect the transactions contemplated by the merger agreement are subject to the satisfaction, on or prior to the closing, of the following conditions, which may be waived by Bruker BioSciences or the sellers:

the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, shall have expired or been terminated and all necessary consents of any governmental authority required shall have been obtained;

the waiting period instituted by the European Commission and/or the European Union member states' agencies shall have expired or been terminated and all requisite approvals, waiting or suspensory periods (and any extensions thereof), waivers, permits, consents, reviews, sanctions, orders, rulings, decisions, declarations, certificates and exemptions required for the consummation of the acquisition under any corresponding requirements of the EU member states or competition regulatory authorities in other jurisdictions shall have been obtained;

the closing of the transactions contemplated by the U.S. stock purchase agreement shall have occurred;

there shall be no law in effect that restrains, enjoins or otherwise prevents the consummation of the transactions contemplated by the German share purchase agreement or any ancillary agreements;

a ruling on the merger from the commercial register of the Canton of Zug shall have been received, confirming that merger is in line with Swiss law and that the merger agreement will be registered in the commercial register of the Canton of Zug upon filing;

a confirmation of a specially qualified auditor pursuant to Article 25(2) of the Swiss Federal Act on Merger, Demerger, Transformation and Transfer of Assets shall have been received; and

a confirmation that consultation proceedings with employee representatives, pursuant to Article 28 of the Swiss Federal Act on Merger, Demerger, Transformation and Transfer of Assets, have taken place.

The obligation of Bruker BioSciences to effect the transactions contemplated by the merger agreement are subject to the satisfaction or waiver of the following conditions:

the representations and warranties of the BioSpin Invest shareholders (1) that are qualified as to materiality must be true and correct in all respects and (2) that are not qualified as to materiality must be true and correct in all material respects, in each case, between the time of the execution of the merger agreement and as of the closing (other than representations and warranties that speak as of another specific date or time prior to the date of the execution of the merger agreement, which need only be true and correct as of such date or time);

all of the terms, covenants and conditions to be complied with and performed by the sellers on or prior to the closing shall have been complied with or performed in all material respects;

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Bruker BioSciences shall have received certificates from the BioSpin Invest shareholders certifying that the closing conditions have been satisfied;

the absence of any action, suit or proceeding pending or threatened by or before any governmental authority or by any other person to enjoin, restrain, prohibit or obtain damages in respect of any of the transactions contemplated by the merger agreement or any ancillary agreement, or which would be reasonably likely to prevent or make illegal the consummation of the transactions contemplated by the merger agreement;

BioSpin Invest must have provided Bruker BioSciences with a certification relating to certain tax matters;

BioSpin Invest shall have furnished Bruker BioSciences the Exchange Swiss Transfer Deed and the Cancellation Shares Transfer Deed;

there shall not have occurred since December 2, 2007 any events that have had, or are, individually or in the aggregate, reasonably likely to have a material adverse effect on BioSpin Invest;

Bruker BioSciences shall have received evidence, to its reasonable satisfaction, of the receipt of all requisite third-party and governmental consents;

an insurance policy between Bruker BioSpin and Winterthur Versicherungen, dated October 8, 2007 shall have been amended so that full insurance coverage is provided under the policy before and after the consummation of the merger agreement;

all members of the Board of Directors of Bruker AG and Bruker International shall have terminated their trust agreements relating to their compulsory shares and these shares shall have been transferred to BioSpin Invest and the respective share registers amended accordingly;

condominium ownership under standard terms and conditions shall have been established in the Bruker BioSpin AG building at Industriestrasse 26, CH 8117 Fällanden, Switzerland and the top floor shall have been sold, at fair market value, to Isolde Laukien-Kleiner or an affiliate;

two full-time employment agreements between Werner Schitenhelm and Bruker AG and Bruker International shall have been amended and terminated;

any fees due to Joerg Laukien under the consulting agreement between Joerg Laukien and Bruker BioSpin AG shall as of the closing have been paid by Bruker BioSpin AG, or if paid by Bruker BioSpin International AG, Bruker BioSpin AG shall have undertaken to reimburse Bruker BioSpin International AG for such costs in the future;

Bruker BioSpin KK shall have issued a stock certificate representing BioSpin Invest's ownership of 960,000 shares of Bruker Biospin KK common stock;

the approval of the transactions contemplated by the Swiss merger agreement by the holders of at least a majority of the outstanding shares of common stock of Bruker BioSciences, who are unaffiliated with Bruker BioSpin Group Shareholders, who represent at least a majority of the total votes cast by these unaffiliated holders at the Special Meeting;

the approval of the transactions contemplated by the Swiss merger agreement by the holders of shares of capital stock of Bruker BioSciences representing at least a majority of the total votes cast at the Special Meeting;

all conditions precedent in the German share purchase agreement and the U.S. stock purchase agreement and related ancillary agreements shall have been satisfied or waived;

Bruker BioSciences Corporation and the special committee each shall have received an opinion from its Swiss counsel to the effect that, as a result of the operation of the Swiss Federal Act on Merger, Demerger, Transformation and Transfer of Assets, the following events shall occur simultaneously at the effective time of the merger: (1) All of the assets and liabilities of Bruker BioSpin Beteiligungs shall become the assets and liabilities of BioSpin Invest and (2) Bruker BioSpin Beteiligungs shall cease its separate legal existence for all purposes;

all compulsory share transfers shall have been transferred, free and clear of any liens, to their beneficial owners, and the share register of BioSpin Invest shall reflect the record and beneficial ownership of such shares; and

all shares held of record by Wheeler & Co. or any of its affiliates for the benefit of Marc M. Laukien shall have been transferred to Marc M. Laukien, free and clear of any liens, and the share register of BioSpin Invest shall have been duly revised to accurately reflect the record and beneficial ownership of such shares.

The obligation of the selling shareholders to effect the transactions contemplated by the Swiss merger agreement are subject to the satisfaction or waiver of the following conditions:

the representations and warranties of Bruker BioSciences that (1) are qualified as to materiality must be true and correct in all respects and (2) are not qualified as to materiality must be true and correct in all material respects, in each case between the time of the execution of the merger agreement and as of the closing (other than representations and warranties that speak as of another specific date or time prior to the date of the execution of the merger agreement, which need only be true and correct as of such date or time);

the sellers shall have received a certificate from Bruker BioSciences certifying that certain closing conditions are satisfied;

all of the terms, covenants and conditions to be complied with and performed by Bruker BioSciences on or prior to the date of the closing must have been complied with or performed in all material respects; and

the payment of the merger consideration.

Indemnification

Under the Swiss merger agreement, the selling shareholders are obligated jointly and severally to indemnify, defend and hold harmless Bruker BioSciences and any parent, subsidiary, associate, affiliate, director, manager, officer, stockholder, employee or agent thereof, and their respective representatives, successors and permitted assigns from and against and pay on behalf of or reimburse such party in respect of, as and when incurred, all losses which any such party may actually incur, suffer, sustain or become subject to or accrue, as a result of, in connection with, or relating to or by virtue of:

any inaccuracy in, or breach of, any representation or warranty made by BioSpin Invest or the selling shareholders under the purchase agreement or any ancillary agreement, without giving effect to any limitations or qualifications as to "materiality" set forth within the merger agreement;

any breach or nonfulfillment of any covenant or agreement on the part of BioSpin Invest or the selling shareholders in respect of pre-closing covenants under the merger agreement or any ancillary agreement;

any fees, expenses or other payments incurred or owed by BioSpin Invest or the selling shareholders to any agent, broker, investment banker or other firm or person retained or

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employed by BioSpin Invest AG or the selling shareholders in connection with the transactions contemplated by the merger agreement;

any liability for taxes, including withholding taxes, arising out of or related to the payment of the special dividend by BioSpin Invest to the BioSpin Invest shareholders, but specifically excluding any liability for taxes, including withholding taxes, of a subsidiary incurred by reason of its payment of any subsidiary dividend to BioSpin Invest; or

any liability for taxes arising out of or related to an inaccuracy in, or breach of, any tax representation or warranty in each of the U.S. stock purchase agreement, the German share purchase agreement and the Swiss merger agreement, other than losses arising from criminal activity or fraud, in excess of \$10 million; provided, however, that the \$3.25 million described in the limitations on indemnification below shall not apply to this tax liability.

Limitations on Indemnification

In general, the selling shareholders are not obligated to indemnify Bruker BioSciences with respect to losses suffered by Bruker BioSciences resulting from a breach of any representations and warranties under the transaction agreements until the aggregate amount of the losses exceeds \$3,250,000, at which time the selling shareholders will be obligated to indemnify Bruker BioSciences for the total amount of such losses. The sellers' representations and warranties shall survive the closing until the later of (1) the 30th day following the receipt by Bruker BioSciences of the audited financial statements of the Bruker BioSpin Group for the fiscal year ended December 31, 2008 or (2) the resolution of any claim for indemnification of which the sellers have received notice prior to the conclusion of the 30-day period described in clause (1) of this sentence, except with respect to:

The following representations and warranties, which survive for a period of ten years:

ownership of the shares of BioSpin Invest; and

the capitalization of BioSpin Invest and its subsidiaries, and other interests.

The following representations and warranties, which survive for a period of three years:

environmental;

no misleading statements;

employee benefits; and

proprietary rights.

The following representations and warranties, which survive for a period of sixty calendar days following the expiration of the applicable statute of limitations (including any extension thereof);

withholding tax; and

taxes and tax returns.

The selling shareholders' aggregate indemnification obligations under the transaction agreements may not exceed \$92 million, other than with respect to indemnification for losses arising out of (i) criminal activity or fraud or (ii) breaches of the following representations and warranties:

ownership of the shares;

withholding tax;

taxes;

capitalization; and

environmental.

Termination of the Swiss Merger Agreement

The Swiss merger agreement may be terminated at any time prior to closing by the mutual written consent of Bruker BioSciences and the selling shareholders. In addition, either Bruker BioSciences or the selling shareholders may terminate the merger agreement at any time prior to closing if:

any governmental entity shall have issued an order permanently restraining, enjoining, or otherwise prohibiting the completion of the acquisition and such order is final and nonappealable;

we do not receive stockholder approval for the transaction;

either the U.S. stock purchase agreement or the German share purchase agreement is terminated; or

the closing has not occurred by June 30, 2008, unless a breach of the merger agreement by the party seeking termination is the cause of or results in the failure of the acquisition to be completed.

Bruker BioSciences may terminate the merger agreement at any time prior to closing if the selling shareholders or BioSpin Invest breach any of their respective covenants, representations and warranties, or other agreements contained in the merger agreement and such breach would give rise to the failure of a condition to Bruker BioSciences' obligation to complete the acquisition and such breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of such breach has been delivered to the breaching party.

The selling shareholders may terminate the merger agreement at any time prior to closing if Bruker BioSciences breaches any of its covenants, representations and warranties, or other agreements contained in the merger agreement and such breach would give rise to the failure of a condition to the sellers' obligation to complete the acquisition and such breach is not curable or, if curable, is not cured or waived within 20 calendar days after written notice of such breach has been delivered to Bruker BioSciences.

Expenses

In general, expenses incurred in connection with the merger agreement and the transactions contemplated thereby will be paid by the party incurring such expenses. Expenses incurred in connection with any filings required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or corresponding requirements of the European Commission and/or the European Union member states agencies or competition regulatory authorities in other jurisdictions, as a result of the acquisition shall be paid by Bruker BioSciences with respect to its own filings and by BioSpin Invest with respect to its and any selling shareholder's filings.

Amendment and Waiver

The Swiss merger agreement may be amended by the parties at any time by written agreement. Either party may:

extend the time for the performance of any of the obligations or other acts of the other parties;

waive any inaccuracies in the representations and warranties contained in the merger agreement or in any document delivered pursuant thereto;

waive compliance with any of the agreements or conditions contained in the merger agreement; or

waive or modify the performance of any of the obligations of the other party to the merger agreement.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2007 and Statements of Operations for the nine months ended September 30, 2007 and 2006 and for the years ended December 31, 2006, 2005 and 2004 include the historical consolidated statements of operations of the combined Bruker BioSciences and the Bruker BioSpin Group, giving effect to the acquisitions as if they had occurred on January 1, 2004. This information is only a summary, and you should read it in conjunction with the Bruker BioSciences historical consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the annual reports, quarterly reports and other information on file with the Securities and Exchange Commission and the Bruker BioSpin Group historical consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained elsewhere in this Proxy (see page [93]). See "WHERE YOU CAN FIND MORE INFORMATION" on page [142].

Both Bruker BioSciences and the Bruker BioSpin Group are majority owned by the Bruker BioSpin Group Shareholders. As a result, the acquisition of the Bruker BioSpin Group by Bruker BioSciences is considered a business combination of companies under common control. Accordingly, the acquisition of the Bruker BioSpin Group will be accounted for at historical carrying values.

We have prepared the unaudited pro forma condensed combined financial statements based on available information, using assumptions that we believe are reasonable. For details about the assumptions used, see footnotes 3 and 4 to the unaudited pro forma condensed combined financial statements. These unaudited pro forma condensed combined financial statements are being provided for informational purposes only. They do not purport to represent our actual financial position or results of operations had the merger occurred on the dates specified nor do they project our results of operations or financial position for any future period or date.

The Unaudited Pro Forma Condensed Combined Statements of Operations do not reflect any adjustments for non-recurring items or anticipated operating synergies resulting from the acquisition. Pro forma adjustments are based on certain assumptions and other information that are subject to change as additional information becomes available. Accordingly, the adjustments included in our financial statements published after the completion of the acquisition may vary from the adjustments included in these unaudited pro forma condensed combined financial statements included in this proxy statement.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

AS OF SEPTEMBER 30, 2007

(in thousands)

	Bruker BioSciences	Bruker BioSpin	Eliminations	Historical Combined	Pro Forma Adjustments	Pro Forma Combined
ASSETS						
Current Assets						
Cash and cash equivalents	\$ 38,904	\$ 268,819		\$ 307,723	\$ (114,000)(3a)(3f)	\$ 193,723
Short-term investments and restricted cash		12,794		12,794		12,794
Accounts receivable, net	85,840	70,030		155,870		155,870
Due from affiliated companies	6,366	8,389	(14,755)(2a)			
Note receivable from affiliate		188	(188)(2a)			
Inventories	184,248	290,363	(922)(2a)(2g)	473,689		473,689
Other current assets	28,082	28,124		56,206	(1,067)(3b)(3e)	55,139
Total current assets	343,440	678,707	(15,865)	1,006,282	(115,067)	891,215
Property, plant and equipment, net	101,015	102,404		203,419		203,419
Intangibles and other assets	53,909	11,818		65,727		65,727
Total assets	\$ 498,364	\$ 792,929	\$ (15,865)	\$ 1,275,428	\$ (115,067)	\$ 1,160,361
LIABILITIES AND SHAREHOLDERS EQUITY						
Current liabilities						
Short-term borrowings	\$ 21,014	\$ 7,332		\$ 28,346		\$ 28,346
Accounts payable	31,103	24,297		55,400		55,400
Due to affiliated companies	7,526	7,134	(14,660)(2a)			
Customer deposits	44,345	191,612		235,957		235,957
Other current liabilities	106,462	98,001	(451)(2g)	204,012		204,012
Total current liabilities	210,450	328,376	(15,111)	523,715		523,715
Long-term debt	18,078	2,342		20,420	351,285(3a)(3b)	371,705
Other long-term liabilities	31,321	51,450		82,771		82,771
Minority interest						
Stockholders equity:						
Common stock	1,047	89		1,136	486(3c)	1,622
Treasury stock	(92)			(92)	92	
Additional paid-in capital	169,864	31,273		201,137	(388,578)(3d)	(187,441)
	34,227	285,218	(754)(2g)	318,691	(78,352)(3b)(3e)(3f)	240,339

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	<u>Bruker BioSciences</u>	<u>Bruker BioSpin</u>	<u>Eliminations</u>	<u>Historical Combined</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Combined</u>
Retained earnings (accumulated deficit)						
Accumulated other comprehensive income	33,469	94,181		127,650		127,650
Total shareholders' equity	238,515	410,761	(754)	648,522	(466,352)	182,170
Total liabilities and shareholders' equity	\$ 498,364	\$ 792,929	\$ (15,865)	\$ 1,275,428	\$ (115,067)	\$ 1,160,361

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007

(in thousands, except per share data)

	Bruker BioSciences	Bruker BioSpin	Eliminations	Historical Combined	Pro Forma Adjustments	Pro Forma Combined
Product revenue	\$ 317,243	\$ 318,469	\$ (26,349)(2b)	\$ 609,363		\$ 609,363
Service revenue	46,169	31,492		77,661		77,661
Other revenue	421	1,932		2,353		2,353
Total revenue	363,833	351,893	(26,349)	689,377		689,377
Cost of product revenue	166,525	190,658	(25,144)(2d)	332,039		332,039
Cost of service revenue	29,816	19,368		49,184		49,184
Total cost of revenue	196,341	210,026	(25,144)	381,223		381,223
Gross profit	167,492	141,867	(1,205)	308,154		308,154
Operating expenses:						
Sales and marketing	74,909	35,909		110,818		110,818
General and administrative	23,666	18,769		42,435		42,435
Research and development	42,302	38,160		80,462		80,462
Acquisition related charges	370	174		544	(544)(4a)	
Total operating expenses	141,247	93,012		234,259	(544)	233,715
Operating income	26,245	48,855	(1,205)	73,895	544	74,439
Interest and other income (expense), net	(825)	5,369		4,544	(16,274)(4b)	(10,229)
Income before income tax provision and minority interest in consolidated subsidiaries	25,420	54,224	(1,205)	78,439	(15,730)	64,210
Income tax provision	7,655	10,696	(451)(2f)	17,900	(2,500)(4b)	15,528
Income before minority interest in consolidated subsidiaries	17,765	43,528	(754)	60,539	(13,230)	48,682
Minority interest in consolidated subsidiaries	255			255		255
Net income	\$ 17,510	\$ 43,528	\$ (754)	\$ 60,284	\$ (13,230)	\$ 48,427
Net income per common share basic	\$ 0.17					\$ 0.30
Net income per common share diluted	\$ 0.16					\$ 0.30
Weighted average common shares outstanding:						
Basic	103,806				57,545(4c)	161,351
Diluted	106,484				57,545(4c)	164,029

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2006

(in thousands, except per share data)

	Bruker BioSciences	Bruker BioSpin	Eliminations	Historical Combined	Pro Forma Adjustments	Pro Forma Combined
Product revenue	\$ 264,104	\$ 284,817	\$ (24,234)(2b)	\$ 524,687		\$ 524,687
Service revenue	34,970	26,965		61,935		61,935
Other revenue	1,135	1,705		2,840		2,840
Total revenue	300,209	313,487	(24,234)	589,462		589,462
Cost of product revenue	143,414	164,406	(24,177)(2d)	283,643		283,643
Cost of service revenue	20,633	16,583		37,216		37,216
Total cost of revenue	164,047	180,989	(24,177)	320,859		320,859
Gross profit	136,162	132,498	(57)	268,603		268,603
Operating expenses:						
Sales and marketing	58,795	33,529		92,324		92,324
General and administrative	20,319	16,795		37,114		37,114
Research and development	36,495	38,889		75,384		75,384
Bruker Optics acquisition related charges	5,829			5,829		5,829
Total operating expenses	121,438	89,213		210,651		210,651
Operating income	14,724	43,285	(57)	57,952		57,952
Interest and other income (expense), net	3,522	2,687		6,209	(16,274)(4b)	(8,564)
Income before income tax provision and minority interest in consolidated subsidiaries	18,246	45,972	(57)	64,161	(16,274)	49,388
Income tax provision	9,398	15,505	(19)(2f)	24,884	(2,500)(4b)	22,512
Income before minority interest in consolidated subsidiaries	8,848	30,467	(38)	39,277	(13,774)	26,876
Minority interest in consolidated subsidiaries	75			75		75
Net income	\$ 8,773	\$ 30,467	\$ (38)	\$ 39,202	\$ (13,774)	\$ 26,801
Net income per common share basic and diluted	\$ 0.09					\$ 0.17
Weighted average common shares outstanding:						
Basic	101,635				57,545(4c)	159,180
Diluted	102,090				57,545(4c)	159,635

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2006

(in thousands, except per share data)

	Bruker BioSciences	Bruker BioSpin	Eliminations	Historical Restated	Pro Forma Adjustments	Pro Forma Combined
Product revenue	\$ 384,548	\$ 405,765	\$ (32,312)(2b)	\$ 758,001		\$ 758,001
Service revenue	49,930	37,943		87,873		87,873
Other revenue	1,356	3,246		4,602		4,602
Total revenue	435,834	446,954	(32,312)	850,476		850,476
Cost of product revenue	206,628	222,974	(31,956)(2d)	397,646		397,646
Cost of service revenue	29,872	23,335		53,207		53,207
Total cost of revenue	236,500	246,309	(31,956)	450,853		450,853
Gross profit	199,334	200,645	(356)	399,623		399,623
Operating expenses:						
Sales and marketing	84,007	48,931		132,938		132,938
General and administrative	28,982	21,326		50,308		50,308
Research and development	49,959	53,657		103,616		103,616
Bruker Optics acquisition related charges	5,724			5,724		5,724
Total operating expenses	168,672	123,914		292,586		292,586
Operating income	30,662	76,731	(356)	107,037		107,037
Interest and other income (expense), net	3,758	958		4,716	(21,697)(4b)	(14,980)
Income before income tax provision and minority interest in consolidated subsidiaries	34,420	77,689	(356)	111,753	(21,697)	92,057
Income tax provision	15,931	21,115	(118)(2f)	36,928	(3,332)(4b)	33,766
Income before minority interest in consolidated subsidiaries	18,489	56,574	(238)	74,825	(18,365)	58,291
Minority interest in consolidated subsidiaries	8			8		8
Net income	\$ 18,481	\$ 56,574	\$ (238)	\$ 74,817	\$ (18,365)	\$ 58,283
Net income per common share basic	\$ 0.18					\$ 0.37
Net income per common share diluted	\$ 0.18					\$ 0.36
Weighted average common shares outstanding:						
Basic	101,512				57,545(4c)	159,057
Diluted	102,561				57,545(4c)	160,106

During 2004, the Bruker BioSpin Group recorded a pre-tax charge against operating income of \$28.5 million to cover litigation expenses and probable liabilities associated with alleged patent infringement litigation by a competitor against the Bruker BioSpin Group. The related accrual was included in long-term other liabilities on the condensed consolidated balance sheet as of December 31, 2004. During 2005, a favorable settlement agreement was signed for various magnet patent litigation cases, which released the Bruker BioSpin Group from any infringement liabilities and, as a result, a pre-tax amount of \$25.8 million of this liability was reversed, and this contributed positively to

operating income in 2005.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2005

(in thousands, except per share data)

	Bruker BioSciences	Bruker BioSpin	Eliminations	Historical Combined	Pro Forma Adjustments	Pro Forma Combined
Product revenue	\$ 329,452	\$ 402,512	\$ (29,642)(2b)	\$ 702,322		\$ 702,322
Service revenue	40,471	36,370		76,841		76,841
Other revenue	2,330	6,353		8,683		8,683
Total revenue	372,253	445,235	(29,642)	787,846		787,846
Cost of product revenue	178,831	230,651	(29,452)(2d)	380,030		380,030
Cost of service revenue	27,443	22,368		49,811		49,811
Total cost of revenue	206,274	253,019	(29,452)	429,841		429,841
Gross profit	165,979	192,216	(190)	358,005		358,005
Operating expenses:						
Sales and marketing	70,458	45,176		115,634		115,634
General and administrative	25,601	23,795		49,396		49,396
Research and development	47,498	55,180		102,678		102,678
Special credit		(25,754)		(25,754)		(25,754)
Total operating expenses	143,557	98,397		241,954		241,954
Operating income	22,422	93,819	(190)	116,051		116,051
Interest and other income (expense), net	(780)	8,003		7,223	(21,697)(4b)	(12,473)
Income before income tax provision and minority interest in consolidated subsidiaries	21,642	101,822	(190)	123,274	(21,697)	103,578
Income tax provision	11,855	26,596	(67)(2f)	38,384	(3,332)(4b)	35,222
Income before minority interest in consolidated subsidiaries	9,787	75,226	(123)	84,890	(18,365)	68,356
Minority interest in consolidated subsidiaries	40			40		40
Net income	\$ 9,747	\$ 75,226	\$ (123)	\$ 84,850	\$ (18,365)	\$ 68,316
Net income per common share basic and diluted	\$ 0.10					\$ 0.43
Weighted average common shares outstanding:						
Basic	100,823				57,545(4c)	158,368
Diluted	101,130				57,545(4c)	158,675

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2004

(in thousands, except per share data)

	Bruker BioSciences	Bruker BioSpin	Eliminations	Historical Combined	Pro Forma Adjustments	Pro Forma Combined
Product revenue	\$ 317,269	\$ 456,526	\$ (32,495)(2b)	\$ 741,300		\$ 741,300
Service revenue	37,381	27,873		65,254		65,254
Other revenue	2,339	2,930		5,269		5,269
Total revenue	356,989	487,329	(32,495)	811,823		811,823
Cost of product revenue	182,377	271,022	(32,675)(2d)	420,724		420,724
Cost of service revenue	23,758	17,142		40,900		40,900
Total cost of revenue	206,135	288,164	(32,675)	461,624		461,624
Gross profit	150,854	199,165	180	350,199		350,199
Operating expenses:						
Sales and marketing	72,716	48,330		121,046		121,046
General and administrative	23,180	26,360		49,540		49,540
Research and development	48,364	53,855		102,219		102,219
Special charges		28,469		28,469		28,469
Total operating expenses	144,260	157,014		301,274		301,274
Operating income	6,594	42,151	180	48,925		48,925
Interest and other income (expense), net	(4,847)	(6,760)		(11,607)	(21,697)(4b)	(31,303)
Income before income tax provision and minority interest in consolidated subsidiaries	1,747	35,391	180	37,318	(21,697)	17,622
Income tax provision	5,533	11,735	69(2f)	17,337	(3,332)(4b)	14,175
Income before minority interest in consolidated subsidiaries	(3,786)	23,656	111	19,981	(18,365)	3,447
Minority interest in consolidated subsidiaries	69			69		69
Net income	\$ (3,855)	\$ 23,656	\$ 111	\$ 19,912	\$ (18,365)	\$ 3,378
Net income per common share basic and diluted	\$ (0.04)					\$ 0.02
Weighted average common shares outstanding:						
Basic	99,797				57,545(4c)	157,342
Diluted	99,797				57,545(4c)	157,342

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. Description of Transaction and Basis of Presentation

Under the acquisition agreements, Bruker BioSciences will acquire all of the stock of the companies of the Bruker BioSpin Group. Approximately \$388.0 million [(or 42.5% of the purchase price)] will be paid in cash, while the stock component will consist of 57,544,872 shares of Bruker BioSciences shares, which have an aggregate market value of approximately \$703.8 million as of December 5, 2007 [(or 57.5% of the purchase price)]. The cash component of the purchase price will be funded from approximately \$47.0 million of existing cash, and approximately \$341.0 million from a planned senior credit facility. The number of Bruker BioSciences shares to be issued for the stock component of the purchase price was determined by dividing \$526.0 million by the trailing average of the Bruker BioSciences closing price per share, as reported in The Wall Street Journal, for the period of ten (10) consecutive trading days ending two (2) trading days prior to the date of the signing of the transaction agreements, which was on December 2, 2007.

The Bruker BioSpin Group Shareholders, who presently own approximately 52% of Bruker BioSciences on an undiluted basis, also own 100% of the stock of the Bruker Biospin Group. This acquisition therefore is a related-party transaction. Pursuant to the acquisition agreements, the transactions are subject to the approval of both a majority of Bruker BioSciences shareholders, and a majority of the non-affiliated Bruker BioSciences shareholders who vote on the transaction. The acquisition agreements were signed among Bruker BioSciences, the Bruker BioSpin Group and all of the Bruker BioSpin Group Shareholders.

The following pro forma adjustments are based on available information and various estimates and assumptions. Actual adjustments will differ from the pro forma adjustments. We believe that these assumptions provide a reasonable basis for presenting the significant effects of the merger and that the pro forma adjustments give appropriate effect to these assumptions and are properly applied in the unaudited pro forma condensed combined financial statements.

The unaudited pro forma statements of operations for the nine months ended September 30, 2007 and 2006 and for the years ended December 31, 2006, 2005 and 2004 combine the historical consolidated statements of operations of Bruker BioSciences and the Bruker BioSpin Group and also reflect the elimination of intercompany transactions, giving effect to the acquisition as if it had occurred on January 1, 2004. The unaudited pro forma condensed consolidated balance sheet gives effect to the acquisition as if it occurred on September 30, 2007.

2. Eliminations in the Combined Balance Sheet and Statements of Operations

The eliminations column in the restated combined financial statements reflects the elimination of all intercompany transactions, which include (in thousands):

- (a) Adjustment to eliminate intercompany accounts receivables and payable balances at the end of the period.
- (b) Adjustment to eliminate product sales between Bruker BioSciences and the Bruker BioSpin Group during the period presented.
- (c) Adjustment to eliminate service sales between Bruker BioSciences and the Bruker BioSpin Group during the period presented.
- (d) Adjustment to eliminate product cost of sales between Bruker BioSciences and the Bruker BioSpin Group during the period presented as well as profit in inventory on the balance sheet at the end of each period.

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- (e) Adjustment to eliminate service cost of sales between Bruker BioSciences and the Bruker BioSpin Group during the period presented as well as profit in inventory on the balance sheet at the end of each period.
- (f) Adjustment to record the income tax provision (benefit) associated with the elimination of profit in inventory.
- (g) Adjustments to eliminate profit included in inventory, to reduce the income taxes payable associated with the elimination of profit in inventory and to adjust retained earnings for the period for the elimination of profit in inventory.

3. Pro Forma Adjustments to the Unaudited Pro Forma Condensed Consolidated Balance Sheet

The unaudited pro forma condensed consolidated balance sheet gives effect to the acquisition as if it occurred on September 30, 2007. Pro forma adjustments have been made and are described below (in thousands, except share and per share data)

- (a) The estimated cash to be paid is [42.5%] of the total consideration, or \$388 million. We have assumed the following in calculating the pro forma cash adjustment:
 - i. The Bruker BioSpin Group Shareholders have elected to receive a combination of cash and stock. The percentage of cash and stock varies for each of the individual shareholders. Since the trailing average of the Bruker BioSciences closing price per share for the period of ten consecutive trading days ending two trading days prior to the signing of the transaction agreements was \$9.14, the six shareholders will receive 57,544,872 shares of Bruker BioSciences, with a market value of \$703.8 million as of December 5, 2007, and the remainder, \$388 million, in cash.
 - ii. We anticipate borrowing approximately \$351 million under a senior credit facility to partially finance the acquisition of the Bruker BioSpin Group and related expenses, which will increase our long-term debt at the date of the acquisition.
- (b) Adjustment to record an additional draw-down on the anticipated revolving credit facility for estimated acquisition related costs of \$10.8 million associated with the transaction. Total acquisition related costs are estimated to be \$11.2 million, of which \$370,000 and \$174,000, respectively, were accrued for on the books of Bruker BioSciences and the Bruker BioSpin Group as of September 30, 2007. Acquisition related costs include investment banking, legal, accounting and antitrust regulation filing fees as well as compensation to be earned by the special committee of the Company's Board of Directors and fees for establishing the senior credit facility. Of the \$10.8 million of acquisition related charges referenced above, \$2.9 million relates to establishing the senior credit facility, which will be capitalized and amortized over the life of the facility. The remainder of the anticipated acquisition related charges which were not accrued for as of September 30, 2007, or \$7.9 million will be expensed as incurred.
- (c) Adjustment to reflect the \$0.01 per share par value associated with the 57,544,872 additional shares of Bruker BioSciences common stock to be issued to the Bruker BioSpin Group

Shareholders in connection with the acquisition, less the elimination of the Bruker BioSpin Group common stock par value.

- (d) Adjustment to reflect the additional paid in capital associated with the additional shares of Bruker BioSciences common stock to be issued to the Bruker BioSpin Group Shareholders in connection with the acquisition, offset by a deemed dividend to the affiliated shareholders.
- (e) Adjustment to establish a valuation allowance for the U.S. deferred tax assets of Bruker BioSpin Group.
- (f) Adjustments to reflect the dividend of approximately \$66.7 million (75 million Swiss Francs at an exchange rate of \$0.89 US Dollars per Swiss Franc as of December 5, 2007) declared by Bruker BioSpin in November 2007, to be paid in December 2007 prior to the consummation of the transaction.

4. Pro Forma Adjustments to the Unaudited Pro Forma Condensed Combined Statements of Operations

The Unaudited Pro Forma Condensed Combined Statements of Operations give effect to the acquisition of the Bruker BioSpin Group as if it occurred on January 1, 2004. Pro forma adjustments have been made and are described below:

- (a) We estimate that Bruker BioSciences will incur merger related costs of \$11.2 million related to the acquisition of the Bruker BioSpin Group. These costs include investment banking, legal, accounting and antitrust regulation filing fees as well as compensation to be earned by the special committee of the Company's Board of Directors and fees for establishing the senior credit facility. We will be required to expense all of these costs in the period incurred, except for the costs related to establishing the senior credit facility, which are estimated to be \$2.9 million. The costs associated with establishing the senior credit facility will be amortized ratably over the life of the senior credit facility, or five years. During the third quarter of 2007, Bruker BioSciences and the Bruker BioSpin Group in the aggregate incurred \$370,000 of these acquisition related costs. These costs were removed as part of the pro forma adjustments as they are material, non-recurring charges directly related to the merger. The merger related costs were not tax effected because Bruker BioSciences was in a net loss position for U.S. tax purposes, the jurisdiction where the expenses were recorded.

- (b) Adjustment reflects the impact of:

A reduction of interest income related to the cash on hand of \$47 million expected to be used to finance a portion of the acquisition. We estimate that we receive an average interest rate of 3% on cash and short-term investments, which results in a reduction to interest income of \$1.4 million on an annual basis and \$1.1 million for nine month periods. We have assumed this reduction in interest income would occur primarily in certain German operations, and accordingly, have recorded an associated tax benefit of \$564,000 and \$423,000, respectively, for the annual and nine month periods.

A reduction of interest income related to the dividend of approximately \$66.7 million (75 million Swiss Francs at an exchange rate of \$0.89 US Dollars per Swiss Franc as of

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December 5, 2007). We estimate that we receive an average interest rate of 3% on cash and short-term investments, which results in a reduction to interest income of \$2.0 million on an annual basis and \$1.5 million for nine month periods. We have assumed this reduction in interest income would occur primarily in certain Swiss operations, and accordingly, have recorded an associated tax benefit of \$170,000 and \$128,000, respectively, for the annual and nine month periods.

An increase in interest expense associated with the anticipated senior credit facility. We expect to borrow approximately \$351 million at an average rate of 5.2% to finance a portion of the Bruker BioSpin Group acquisition and to settle certain acquisition related charges, which results in an increase in interest expense of \$18.3 million on an annual basis and \$13.7 million for nine month periods. The debt is to be incurred in the United States, Switzerland and Germany. The interest on the portion of the debt in the United States has not been tax effected because Bruker BioSciences was in a net loss position for U.S. tax purposes as of the end of each period. We have recorded tax benefits of \$3.2 million and \$2.4 million, respectively, for the annual and nine month periods for the portion of the debt to be incurred in our Swiss and German subsidiaries.

(c)

The change in basic and diluted average shares outstanding reflects the adjustment for the additional shares of Bruker BioSciences common stock to be issued to the Bruker BioSpin Group Shareholders upon consummation of the transaction.

INFORMATION ABOUT THE BRUKER BIOSPIN GROUP

Business Overview

The Bruker BioSpin Group

The companies of the Bruker BioSpin Group develop, manufacture and distribute life science analytical instrumentation and solutions based on magnetic resonance core technology. The companies' products include tools developed for nuclear magnetic resonance, or NMR, electron paramagnetic resonance, or EPR, magnetic resonance imaging, or MRI. The Bruker BioSpin Group also designs and develops superconducting wire materials that can be used in a variety of applications including power cables, motors, generators and superconducting magnets. Products and solutions developed by the Bruker BioSpin Group are utilized in a wide variety of applications, including:

life science applications including the structure and function determination of large biomolecules such as proteins and membrane proteins;

pharmaceutical and biotech research and manufacturing to identify new compounds, observe the interaction of drugs with a target protein, study the toxicology of drug candidates and identify properties of the final product;

metabolic profiling and fingerprinting, where patterns can be evaluated using spectroscopic techniques combined with multivariate statistical methods to gain insight into the response of a biological system to perturbations in a time-related manner;

non-invasive magnetic resonance imaging aimed at detecting the origins of disease related pathways and targets by combining the use of molecular biomarkers;

structure determination and elucidation for application in organic and inorganic synthesis;

materials research for the design and characterization of materials such as polymers, catalysts, fuel cell materials, etc.;

food, beverage and agricultural analysis for the monitoring of the production and distribution cycle of products to ensure their origin, authenticity, safety and reliability; and

superconducting magnets for use in magnetic resonance, imaging and physics experiments.

Magnetic resonance is the core technology of the Bruker BioSpin Group. Magnetic resonance is a natural phenomenon occurring when a molecule, placed in a magnetic field, gives off a radio frequency signature. The signature is characteristic of the particular molecule and this leads to a multitude of precise chemical and structural information. A typical magnetic resonance instrument includes a radio frequency source and transmitter, one or more very sensitive detectors, a magnet sized for the particular application and operating and analysis software.

When magnetic resonance is used to analyze the resonance effect of various atoms, it is known as NMR. NMR is a widely used analytical technique by academia, pharmaceutical and biotechnology companies and other industrial users in life sciences and materials science research.

When an image is reconstructed by localizing the origin of the NMR signal, this is known as MRI. The Bruker BioSpin Group's MRI products focus on pre-clinical applications, mainly research on small animals for disease studies and drug discovery by pharmaceutical companies and academia.

When the magnetic resonance signals arise from the electrons contained in a molecule, this is known as EPR. EPR is used mainly in academia for research purposes. All three magnetic resonance techniques employ strong magnetic fields which are typically reached through the use of superconducting magnets. The Bruker BioSpin Group is a leader in superconducting magnet technology

and also owns a developer and manufacturer of the specialty superconducting wires needed for magnetic resonance magnets.

The Bruker BioSpin Group's magnetic resonance product line is complimented with a number of accessories. These accessories include a wide array of sample handling devices for automation and high throughput applications, as well as advanced data management and analysis software. These accessories permit the Bruker BioSpin Group to tailor its products for specific customers.

In addition to these magnetic resonance instruments, the Bruker BioSpin Group also manufactures bench-top instruments for process control, quality assurance and quality control applications. The Bruker BioSpin Group typically sells these bench-top instruments to the pharmaceutical industry, the food industry and other industrial customers.

The Bruker BioSpin Group includes research and manufacturing facilities in Germany, Switzerland, France and the U.S., as well as numerous sales, applications and service offices throughout the U.S., Europe, Asia and South America. The Bruker BioSpin Group employs approximately 1,850 people throughout the world.

Bruker BioSpin Inc.

15 Fortune Drive
Billerica, Massachusetts 01821
(978) 439-9899
<http://www.bruker.com>

Bruker BioSpin Inc. was incorporated in Delaware in June 2000, originally as Bruker BioSpec Inc., later changing its name to Bruker BioSpin, Inc. Bruker BioSpin Inc. is a privately held company, wholly owned by the Bruker BioSpin Group Shareholders. Bruker BioSpin Inc. is the holding company for the U.S. operations of the Bruker BioSpin Group.

Bruker Physik GmbH

Silberstreifen 4
76287 Rheinstetten
Germany
<http://www.bruker.com>

Bruker Physik GmbH was incorporated in 1960 in Germany. It is a holding company that includes the German Bruker BioSpin Group companies as well as European Advanced Superconductors GmbH & Co. KG, or EAS, and European High Temperature Superconductors GmbH & Co. KG, or EHTS. Bruker Physik is a privately held company, ultimately wholly owned by the Bruker BioSpin Group Shareholders.

Bruker BioSpin Invest AG

Aegeristrasse 52
Postfach 351
6301 Zug Switzerland
<http://www.bruker.com>

Bruker BioSpin Invest AG was incorporated in Switzerland in 1986. It is a holding company that includes the Swiss Bruker BioSpin Group companies. Bruker BioSpin Invest AG is a privately held company, wholly owned by the Bruker BioSpin Group Shareholders.

Bruker BioSpin Group Supplementary Financial Information

	Nine Months Ended September 30,		Years Ended December 31,		
	2007	2006	2006	2005	2004
(in thousands)					
Condensed Consolidated Statement of Operations Date:					
Total revenue	\$ 351,893	\$ 313,487	\$ 446,954	\$ 445,235	\$ 487,329
Cost of revenue	210,026	180,989	246,309	253,019	288,164
Gross profit	141,867	132,498	200,645	192,216	199,165
Operating expenses	93,012	89,213	123,914	98,397	157,014
Operating income	48,855	43,285	76,731	93,819	42,151
Net income	\$ 43,528	\$ 30,467	\$ 56,574	\$ 75,226	\$ 23,656

	As of September 30,		As of December 31,		
	2007	2006	2006	2005	2004
(in thousands)					
Condensed Consolidated Balance:					
Cash and cash equivalents	\$ 268,819	\$ 219,060	\$ 259,094	\$ 248,782	\$ 237,758
Working capital	350,331	302,303	328,184	281,057	340,675
Total assets	792,292	712,416	762,669	727,893	797,616
Total debt	9,674	20,105	12,802	23,306	42,184
Other long-term liabilities	51,450	41,545	45,485	37,513	91,098
Total shareholders equity	\$ 410,761	\$ 355,442	\$ 385,735	\$ 335,160	\$ 339,166

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of Bruker BioSpin Group's financial condition and results of operations is based upon Bruker BioSpin Group's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires that Bruker BioSpin Group makes estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, Bruker BioSpin Group's management evaluates its estimates and judgments, including those related to revenue recognition, allowance for doubtful accounts, inventories, warranty costs, income taxes and contingencies. Bruker BioSpin Group bases its estimates and judgments on historical experience, current market and economic conditions, its observance of industry trends and other assumptions that Bruker BioSpin Group believes are reasonable and form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

Bruker BioSpin Group believes the following critical accounting policies to be both those most important to the portrayal of its financial condition and those that require the most subjective judgment.

Revenue recognition. The Bruker BioSpin Group recognizes revenue from system sales when persuasive evidence of an arrangement exists, the price is fixed or determinable, title and risk of loss has been transferred to the customer and collectibility of the resulting receivable is reasonably assured. Title and risk of loss is generally transferred to the customer upon receipt of a signed customer acceptance for a system that has been shipped, installed, and for which the customer has been trained. As a result, the timing of customer acceptance or readiness could cause the Bruker BioSpin Group's reported revenues to differ materially from expectations. When products are sold through an independent distributor, a strategic distribution partner or an unconsolidated affiliated distributor, which assumes responsibility for installation, the Bruker BioSpin Group recognizes the system as revenue when the product has been shipped and title and risk of loss has been transferred. The Bruker BioSpin Group's distributors do not have price protection rights or rights to return; however, the Bruker BioSpin Group's products are warranted to be free from defects for a period of one to two years. Revenue is deferred until cash is received when a significant portion of the fee is due over one year after delivery, installation and acceptance of the system. For arrangements with multiple elements, the Bruker BioSpin Group recognizes revenue for each element based on the fair value of the element provided when all other criteria for revenue recognition have been met. The fair value for each element provided in multiple element arrangements is typically determined by referencing historical pricing policies when the element is sold separately. Changes in the Bruker BioSpin Group's ability to establish the fair value for each element in multiple element arrangements could affect the timing of revenue recognition.

Revenue from the sale of accessories and parts is recognized upon shipment and service revenue is recognized as the services are performed.

Other revenues are comprised of research grants and licensing agreements. Grant revenue is recognized as work is performed. Licensing revenue is recognized ratably over the term of the related contract.

Warranty costs. Bruker BioSpin Group normally provides a one to two year parts and labor warranty with the purchase of equipment. The anticipated cost for this one to two year warranty is accrued upon recognition of the sale and is included as a current liability on the balance

sheet. Although Bruker BioSpin Group's facilities undergo quality assurance and testing procedures throughout the production process, its warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. Although Bruker BioSpin Group's actual warranty costs have historically been consistent with expectations, to the extent warranty claim activity or costs associated with servicing those claims differ from Bruker BioSpin Group's estimates, revisions to the warranty accrual may be required.

Inventories. Inventories are stated at the lower of cost or market, with cost determined by the first-in, first-out method. Bruker BioSpin Group maintains an allowance for excess and obsolete inventory to reflect the expected un-saleable or un-refundable inventory based on an evaluation of slow moving products. If ultimate usage or demand varies significantly from expected usage or demand, additional write-downs may be required, resulting in a charge to operations.

Allowance for doubtful accounts. Bruker BioSpin Group maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to pay amounts due. If the financial condition of Bruker BioSpin Group's customers were to deteriorate, reducing their ability to make payments, additional allowances would be required, resulting in a charge to operations.

Income taxes. Bruker BioSpin Group estimates the degree to which tax assets and loss carryforwards will result in a benefit based on expected profitability by tax jurisdiction, and provide a valuation allowance for tax assets and loss carryforwards that Bruker BioSpin Group believes will more likely than not go unused. If it becomes more likely than not that a tax asset or loss carryforward will be used for which a reserve has been provided, Bruker BioSpin Group reverses the related valuation allowance. If Bruker BioSpin Group's actual future taxable income by tax jurisdiction differ from estimates, additional allowances or reversals of reserves may be necessary.

RESULTS OF OPERATIONS

Nine months ended September 30, 2007 compared to the nine months ended September 30, 2006

Revenue

Bruker BioSpin Group's revenues were \$351.9 million for the nine months ended September 30, 2007 compared to \$313.5 million for the nine months ended September 30, 2006. The increase from prior year results is \$38.4 million or 12.2%. Excluding the effect of foreign exchange, revenue would have increased by \$16.4 million, or 5.2%. Revenue growth was driven by strong customer demand for our magnetic resonance systems. Included in other revenue for the nine months ended September 30, 2007 and September 30, 2006 are license revenues and grant revenues from various research and development projects funded primarily by European government authorities amounting to \$1.9 million and \$1.7 million, respectively.

Cost of Revenue

Bruker BioSpin Group's cost of product revenue for the nine months ended September 30, 2007 increased \$29.0 million, or 16.0%, to \$210.0 million compared to \$181.0 million for the same period in 2006. The cost of product revenue as a percentage of product revenues was 60.0% for the nine months ended September 30, 2007 compared to 58.1% for the same period in 2006. The increase in cost of product revenue as a percentage of product revenues is primarily due to a change in product mix.

Sales and Marketing

Bruker BioSpin Group's marketing and sales expense for the nine months ended September 30, 2007 increased \$2.4 million, or 7.2%, to \$35.9 million compared to \$33.5 million for the same period in

2006. Marketing and sales expenses as a percentage of net revenues were 10.2% for the nine months ended September 30, 2007 and 10.7% for the same period in 2006. The decrease in sales and marketing expense as a percentage of product and service revenue is primarily attributable to increased revenue in the first nine months ended September 30, 2007 as compared to the first nine months ended September 30, 2006.

General and Administrative

Brucker BioSpin Group's general and administrative expenses for the nine months ended September 30, 2007 increased \$2.1 million, or 12.5%, to \$18.9 million compared to \$16.8 million for the same period in 2006. General and administrative expenses as a percentage of net revenues were consistent at 5.4% for the nine months ended September 30, 2007 and 2006.

Research and Development

Brucker BioSpin Group's research and development expenses for the nine months ended September 30, 2007 decreased \$0.7 million, or (1.8%) to \$38.2 million compared to \$38.9 million for the same period in 2006. As a percentage of net revenues, research and development expenses were 10.9% for the nine months ended September 30, 2007 compared to 12.4% for the same period in 2006. The decrease in research and development expenses as a percentage of product and service revenue is driven by increased revenues and a reduction in materials usage for research and development projects.

Interest and Other Income (Expense), Net

Interest and other income, net for the nine months ended September 30, 2007 was \$5.4 million compared to \$2.7 million for the same period in 2006. During the nine months ended September 30, 2007, the major components within interest and other income, net, were interest income of \$7.6 million and gains on foreign currency transactions of \$0.8 million, offset by miscellaneous expenses of \$3.0 million. During the nine months ended September 30, 2006, the major components within interest and other income, net, were interest income of \$3.7 million and gains on foreign currency transactions of \$1.5 million, offset by miscellaneous expenses of \$2.5 million.

Provision for Income Taxes

The income tax provision for the nine months ended September 30, 2007 was \$10.7 million compared to an income tax provision of \$15.5 million for the nine months ended September 30, 2006, representing effective tax rates of 19.7% and 33.7%, respectively. Our effective tax rate is calculated using our projected annual pre-tax income or loss, and is affected by the expected level of tax benefits, and changes in the mix of our pre-tax income and losses among jurisdictions with varying statutory tax rates.

On August 14, 2007, the German Business Tax Reform 2008 was signed by the Federal President and the legislative process was finalized on August 17, 2007 with the official publication of the law. This new legislation changes the German Federal Corporate Tax Rate from 25% to 15%. In addition, German Trade Tax is no longer deductible from the Corporate Income Tax. Brucker BioSpin Group has analyzed the impact of these changes on its deferred tax assets and liabilities as of the date of enactment. The deferred tax items that will reverse after December 31, 2007 have been adjusted to reflect the new tax rate which will become effective on January 1, 2008. As a result, Brucker BioSpin Group has recorded a net reduction to income tax expense of \$5.8 million in the nine months ending September 30, 2007.

In July 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement 109 ("FIN 48")*. Among other things, FIN 48 provides guidance to address uncertainty in tax positions and clarifies the accounting for income taxes by prescribing a minimum recognition threshold which income tax

positions must achieve before being recognized in the financial statements. In addition, FIN 48 requires expanded annual disclosures, including a roll forward of the beginning and ending aggregate unrecognized tax benefits as well as specific detail related to tax uncertainties for which it is reasonably possible the amount of unrecognized tax benefit will significantly increase or decrease within twelve months. Bruker BioSpin Group adopted FIN 48 on January 1, 2007, and recorded a reduction of retained earnings of \$1.2 million effective January 1, 2007. Bruker BioSpin Group has unrecognized tax benefits of approximately \$6.8 million as of January 1, 2007, which, if recognized, would result in a reduction of the Bruker BioSpin Group's effective tax rate. As of January 1, 2007, Bruker BioSpin Group does not expect any material changes to unrecognized tax positions within the next twelve months.

Bruker BioSpin Group recognizes penalties and interest related to unrecognized tax benefits in the provision for income taxes. As of September 30, 2007, we had approximately \$1.2 million of accrued interest and penalties related to uncertain tax positions included in the liability on the consolidated balance sheet, of which approximately \$0.3 million was recorded during the nine months ended September 30, 2007.

The tax years 2003 to 2006 are open tax years for most of our major taxing jurisdictions. Bruker BioSpin Group files returns in many foreign and state jurisdictions with varying statutes of limitations.

Twelve Months Ended December 31, 2006 Compared to Twelve Months Ended December 31, 2005

Revenues

Bruker BioSpin Group's revenues increased \$1.8 million, or 0.4%, to \$447.0 million for the year ended December 31, 2006 compared to \$445.2 million for the year ended December 31, 2005. The effect of foreign exchange was minimal. Included in other revenue for the years ended December 31, 2006 and December 31, 2005 are license revenues and grant revenues from various research and development projects funded primarily by European government authorities amounting to \$3.2 million and \$4.8 million, respectively. Also included in other revenue for the year ended December 31, 2005 was income generated from a customer cancellation of a system order in the amount of \$1.6 million.

Cost of Product Revenue

Bruker BioSpin Group's cost of product revenue for the year ended December 31, 2006 decreased \$6.7 million, or (2.6%), to \$246.3 million compared to \$253.0 million for the same period in 2005. The cost of product revenue as a percentage of product revenues was 55.5% for the year ended December 31, 2006 compared to 57.7% for the same period in 2005. The decrease in cost of product revenues as a percentage of product revenues was primarily attributed to cost reductions in our superconducting wire business, and other restructuring program initiatives taken in 2005.

Marketing and Sales

Bruker BioSpin Group's marketing and sales expense for the year ended December 31, 2006 increased \$3.7 million, or 8.2%, to \$48.9 million compared to \$45.2 million for the same period in 2005. Marketing and sales expenses as a percentage of net revenues were 10.9% for the year ended December 31, 2006 and 10.2% for the same period in 2005. The increase in sales and marketing expense as a percentage of product and service revenue is primarily attributed to an increase in commissions.

Research and Development.

Bruker BioSpin Group's research and development expenses for the year ended December 31, 2006 decreased \$1.5 million, or (2.7%) to \$53.7 million compared to \$55.2 million for the same period in 2005. As a percentage of net revenues, research and development expenses were 12.0% for the year ended December 31, 2006 compared to 12.4% for the same period in 2005. The primary decrease in research and development expenses can be attributed to employee reductions in some of our manufacturing facilities.

General and Administrative

Bruker BioSpin Group's general and administrative expenses for the year ended December 31, 2006 decreased \$2.5 million, or (10.5%), to \$21.3 million compared to \$23.8 million for the same period in 2005. General and administrative expenses as a percentage of net revenues were 4.8% for the year ended December 31, 2006 and 5.3% for the same period in 2005. The primary reason for the decrease in general and administrative expenses can be attributed to the cost reduction programs put in place in 2005 in an effort to reduce costs and improve productivity.

Special Credit

During 2005, a settlement agreement was signed for our various magnet patent litigation cases, which released Bruker BioSpin Group from any losses. As a result, this liability was reversed in the amount of \$25.8 million during 2005.

Interest and Other Income, Net

Interest and other income, net for the year ended December 31, 2006 was \$1.0 million compared to \$8.0 million for the same period in 2005. During the year ended December 31, 2006, the major components within interest and other income, net, were interest income of \$5.5 million and miscellaneous income of \$0.2 million, offset by losses on foreign currency transactions of \$4.7 million. During the year ended December 31, 2005, the major components within interest and other income, net, were interest income of \$2.4 million, gains on foreign currency transactions of \$4.8 million, and miscellaneous income of \$0.8 million.

Provision for Income Taxes

The income tax provision for the year ended December 31, 2006 was \$21.1 million compared to an income tax provision of \$26.6 million for the year ended December 31, 2005, representing effective tax rates of 27.2% and 26.1%, respectively. The increase in our effective tax rate is primarily due to a change in the mix of our pre-tax income and losses among jurisdictions with varying statutory tax rates.

Twelve Months Ended December 31, 2005 Compared to Twelve Months Ended December 31, 2004

Revenues

Bruker BioSpin Group's revenues were \$445.2 million for the year ended December 31, 2005 compared to \$487.3 million for the year ended December 31, 2004. The decline from prior year results is \$42.1 million or (8.6%). The effect of foreign exchange was minimal. The decrease in product revenues can primarily be attributed to the weakened global demand for magnetic resonance systems. Included in other revenue for the years ended December 31, 2005 and December 31, 2004 are license revenues and grant revenues from various research and development projects funded primarily by European government authorities amounting to \$4.8 million and \$2.9 million, respectively. Also included in other revenue for the year ended December 31, 2005 was income generated from a customer cancellation of a system order in the amount of \$1.6 million.

Cost of Product Revenues

Bruker BioSpin Group's cost of product revenue for the year ended December 31, 2005 decreased \$35.2 million, or (12.2%), to \$253.0 million compared to \$288.2 million for the same period in 2004. The cost of product revenue as a percentage of product revenues was 57.7% for the year ended December 31, 2005 compared to 59.5% for the same period in 2004. The decrease in overall cost of product revenue as a percentage of product revenues is primarily attributed to a change in product mix and a reduction in our write-down of demonstration inventory to net realizable value. The write-down

of demonstration inventory to net realizable value was \$12.3 million in 2005 compared to \$14.4 million in 2004.

Marketing and Sales

Bruker BioSpin Group's marketing and sales expense for the year ended December 31, 2005 decreased \$3.1 million, or (6.4%), to \$45.2 million compared to \$48.3 million for the same period in 2004. Marketing and sales expenses as a percentage of net revenues were 10.2% for the year ended December 31, 2005 and 9.9% for the same period in 2004. The decrease in our sales and marketing expenses is attributed to the lower variable costs incurred due to lower sales volume generated in 2005 compared to 2004.

Research and Development

Bruker BioSpin Group's research and development expenses for the year ended December 31, 2005 increased \$1.3 million, or 2.4% to \$55.2 million compared to \$53.9 million for the same period in 2004. As a percentage of net revenues, research and development expenses were 12.4% for the year ended December 31, 2005 compared to 11.1% for the same period in 2004. The increase in research and development expenses can be attributed to additional research and development spending in our Switzerland operations compared to prior year.

General and Administrative

Bruker BioSpin Group's general and administrative expenses for the year ended December 31, 2005 decreased \$2.6 million, or (9.8%), to \$23.8 million compared to \$26.4 million for the same period in 2004. General and administrative expenses as a percentage of net revenues were 5.3% for the twelve months ended December 31, 2005 and 5.4% for the same period in 2004.

Other Special Charges (Credit)

During 2004, Bruker BioSpin Group recorded a charge of \$28.5 million to cover costs associated with potential assessments and related legal fees associated with a patent lawsuit, to the extent such amounts were deemed probable and estimable. During 2005, a settlement agreement was signed for our various magnet patent litigation cases, which released Bruker BioSpin Group from any losses. As a result, this liability was reversed in 2005 in the amount of \$25.8 million.

Interest and Other Income (Expense), Net

Interest and other income (expense), net for the year ended December 31, 2005 was \$8.0 million compared to (\$6.8) million for the same period in 2004. During the year ended December 31, 2005, the major components within interest and other income, net, were interest income of \$2.4 million, gains on foreign currency transactions of \$4.8 million, and miscellaneous income of \$0.8 million. During the year ended December 31, 2004, the major components within interest and other expense, net, were losses on foreign currency transactions of \$7.8 million, offset by interest income of \$0.2 million, and other miscellaneous income of \$0.8 million.

Provision for Income Taxes

The income tax provision for the year ended December 31, 2005 was \$26.6 million compared to \$11.7 million for the year ended December 31, 2004. The effective tax rate was 26.1% for the year ended December 31, 2005 compared to 33.2% for 2004. Our effective tax rate decreased due to changes in the mix of our pre-tax income and losses among jurisdictions with varying statutory tax rates.

LIQUIDITY AND CAPITAL RESOURCES

As of September 31, 2007 and December 31, 2006, Bruker BioSpin Group had cash and cash equivalents of \$268.8 million and \$259.1 million, respectively. Bruker BioSpin Group currently anticipates that its existing cash and short-term investments will be sufficient to support Bruker BioSpin Group's operating and investing needs for at least the next twelve months, but this depends on our profitability and our ability to manage working capital requirements. Historically, Bruker BioSpin Group has financed its growth through a combination of cash provided from operations and debt financing.

During the year ended December 31, 2006, net cash provided by operating activities was \$45.1 million compared to \$98.7 million during the year ended December 31, 2005. The decrease in cash provided by operating activities was primarily attributable to a decrease in customer deposits and a decrease in our income taxes payable. During the nine months ended September 30, 2007, net cash provided by operating activities was \$43.0 million compared to \$8.2 million during the nine months ended September 30, 2006. The increase in cash provided by operating activities was primarily attributable to improved earnings, an increase in our customer deposits, an increase in income taxes payable, and an increase in accrued expenses.

During the year ended December 31, 2006, net cash used in investing activities was \$17.0 million compared to \$7.8 million during the year ended December 31, 2005. Cash used in investing activities during the year ended December 31, 2006 consisted primarily of \$13.4 million of capital expenditures for machinery and equipment used in production. Additionally, Bruker BioSpin Group invested \$3.5 million in short-term investments and \$1.6 million for the acquisition of various technology from ShapeMetal Innovations during the year ended December 31, 2006. Cash used in investing activities during the year ended December 31, 2005 consisted primarily of \$14.6 million in capital expenditures for purchases of machinery and equipment used in production. This was offset with cash provided by investing activities of \$2.3 million in property and equipment sales, \$2.4 million in collection on notes receivable from affiliated companies, and \$2.1 million in proceeds from short-term investments. During the nine months ended September 30, 2007, net cash used in investing activities was \$4.0 million compared to \$8.4 million during the nine months ended September 30, 2006. Cash used in investing activities for the nine months ended September 30, 2007 related primarily to capital investments amounting to \$6.5 million offset by cash proceeds from short-term investments of \$2.5 million. Cash used in investing activities for the nine months ended September 30, 2006 related primarily to capital investments amounting to \$4.1 million and \$3.7 million in purchases of short-term investments. Bruker BioSpin Group invests in capital equipment used in production facilities on a continuing basis in order to enhance the efficiency of our operations.

During the year ended December 31, 2006, financing activities used \$40.3 million of cash compared to \$48.6 million of cash during the year ended December 31, 2005. The use of cash consisted of dividend payments in the amount of \$29.5 million and \$33.6 million, and debt repayments of \$10.8 million and \$15.0 million in 2006 and 2005, respectively. During the nine months ended September 30, 2007, financing activities used \$46.4 million of cash compared to \$32.9 million during the nine months ended September 30, 2006. The increased use of cash during the nine months ended September 30, 2007 was related to an increase in dividend payments and an increase in debt repayments.

As of September 30, 2007, Bruker BioSpin Group had \$5.8 million in term loans outstanding compared to \$9.5 million at December 31, 2006. The interest rate on the term loans ranged from 3.94% to 4.1% at both September 30, 2007 and December 31, 2006.

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The following table summarizes future principal payments on borrowings under long-term debt outstanding as of December 31, 2006 (in thousands):

Contractual Obligations (in thousands)	Total	Less than 1 Year	1-3 Years	4-5 Years	More than 5 years
Short-term borrowings	\$	\$	\$	\$	\$
Operating lease obligations	\$ 6,766	\$ 1,865	\$ 2,039	\$ 1,349	\$ 1,513
Long-term debt	\$ 9,465	\$ 5,333	\$ 4,132	\$	\$
Total contractual cash obligations	\$	\$	\$	\$	\$

At this time, the Bruker BioSpin Group can not make a reliable estimate as to the timing of the cash settlements associated with the unrecognized tax benefits in accordance with FIN48. The total unrecognized tax benefits are \$6.8 million as of September 30, 2007.

Bruker BioSpin Group leases a building under an agreement that is classified as a capital lease. The cost of the building under capital lease is included in the combined balance sheets as property, plant and equipment and was \$4,880 and \$4,382 at December 31, 2006 and December 31, 2005, respectively. Accumulated amortization of the leased building at December 31, 2006 and December 31, 2005 was approximately \$877 and \$613, respectively. Amortization of assets under capital lease is included in depreciation expense. The future minimum lease payments required under the capital lease as of December 31, 2006 are as follows:

2007	\$ 741
2008	737
2009	736
2010	464
2011	272
Thereafter	686
Total minimum lease payments	3,636
Less: Amount representing interest	299
Present value of net minimum lease payments	3,337
Less: Current maturities of capital lease obligations	665
Long-term capital lease obligations	\$ 2,672

TRANSACTIONS WITH RELATED PARTIES

Bruker BioSciences Corporation, SciTec GmbH and SciTec GmbH & Co. KG are related parties through common ownership with Bruker BioSpin Group. Bruker BioSpin Group and its affiliates have entered into a sharing agreement which provides for the sharing of specified intellectual property rights, services, facilities, and other related items.

Bruker BioSpin Group recognized sales to affiliated entities of approximately \$21.1 million, \$17.1 million and \$13.3 million during the years ended December 31, 2006, 2005 and 2004, respectively, and made purchases from affiliated entities of approximately \$11.3 million, \$13.0 million and \$17.1 million during the years ended December 31, 2006, 2005 and 2004, respectively.

During the years ended December 31, 2006, 2005 and 2004, Bruker BioSpin Group received net payments of \$1.1 million, \$2.6 million and \$3.4 million, respectively, from various affiliated companies for administrative and other services (including office space) provided to those entities in accordance with the terms of shared services agreements entered into under the sharing agreement. The amounts paid for services are based on management's best estimates of the fair value of such services, and were recorded as a reduction of general and administrative expense in the combined financial statements.

Bruker BioSpin Group rents office space from principal shareholders under multiple leases, which have expiration dates ranging from March 31, 2010 to December 31, 2015. Total rent expense under these leases was \$1.1 million, for the years ended 2006, 2005 and 2004, respectively. Bruker BioSpin subleased a portion of office space from an affiliate during 2006, 2005 and 2004. Bruker BioSpin Group paid \$32,000, \$29,000 and \$120,000, respectively, in rental expense, which included charges for utilities and other occupancy cost.

As of December 31, 2006 and 2005, Bruker BioSpin Group had outstanding notes receivable totaling approximately \$0.2 million and \$-0-, respectively, from other affiliated entities.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Bruker BioSpin Group is potentially exposed to market risk associated with changes in foreign exchange and interest rates for which it selectively used financial instruments to reduce related market risks. An instrument is treated as a hedge if it is effective in offsetting the impact of volatility in our underlying exposure. Bruker BioSpin Group has also entered into instruments which are not effective derivatives under the requirements of SFAS No. 133, and therefore such instruments are not designated as hedges. All transactions are authorized and executed pursuant to its policies and procedures. Analytical techniques used to manage and monitor foreign exchange and interest rate risk include market valuations and sensitivity analysis.

Impact of Foreign Currencies

Bruker BioSpin Group sells products in many countries, and a substantial portion of revenue and expenses are denominated in foreign currencies, principally in the Euro and Swiss Franc. Fluctuations in the rate of exchange between the U.S. dollar and foreign currencies could adversely affect its financial results. Costs related to these sales are largely denominated in the same respective currencies, thereby limiting its transaction risk exposure. However, for sales not denominated in U.S. dollars, if there is an increase in the rate at which a foreign currency is exchanged for U.S. dollars, it will require more of the foreign currency to equal a specified amount of U.S. dollars than before the rate increase. In such cases, if Bruker BioSpin prices its products in the foreign currency, it will receive less in U.S. dollars than it did before the rate increase went into effect. If Bruker BioSpin prices its products in U.S. dollars and competitors price their products in local currency, an increase in the relative strength of the U.S. dollar could result in its prices not being competitive in a market where business is transacted in the local currency.

Bruker BioSpin Group may from time to time enter into forward currency exchange contracts. Specifically, as of December 31, 2005 and December 31, 2004, it had contracts with notional amounts aggregating \$71.5 million and \$10.0 million, respectively. These contracts do not qualify for hedge accounting under SFAS No. 133. Accordingly, the instruments are marked-to-market with the corresponding gains and losses recorded in other expense in the current period. The realized and unrealized gains and (losses) under these contracts for the years ended December 31, 2005 and 2004, were \$(7.2) million and \$0.7 million, respectively. No such contracts existed as of December 31, 2006 and September 30, 2007.

Bruker BioSpin Group has entered into foreign-denominated debt obligations for debt related to its European production facilities. The currency effects of the debt obligations are reflected in interest and other income (expense), net, on the consolidated statement of operations.

Impact of Interest Rates

Bruker BioSpin Group's exposure related to adverse movements in interest rates is derived primarily from outstanding floating rate debt instruments that are indexed to short-term market rates and cash equivalents. Its objective in managing its exposure to interest rates is to decrease the volatility that changes in interest rates might have on its earnings and cash flows. To achieve this objective, Bruker BioSpin Group uses a fixed rate agreement to adjust a portion of its debt that is subject to variable interest rates.

A 10% increase or decrease in the average cost of Bruker BioSpin Group's variable rate debt would not result in a material change in pre-tax interest expense.

Inflation

Bruker BioSpin Group does not believe inflation had a material impact on its business or operating results during any of the periods presented.

Principal Stockholders and Holdings of Management

The following table sets forth certain information regarding beneficial ownership of the common equity of the Bruker BioSpin Group as of December [5], 2007. The Bruker BioSpin Group Shareholders hold, directly or indirectly, 100% of the outstanding capital of the Bruker BioSpin Group companies. The table below reflects the amount and percentage ownership of the Bruker BioSpin Group Shareholders in Bruker BioSpin Inc., Bruker Physik and BioSpin Invest. Other than members of the Bruker BioSpin Group Shareholders, no executive officer or director owns shares of the Bruker BioSpin Group.

Beneficial Owners	Bruker BioSpin Inc.		Bruker Physik GmbH		Bruker BioSpin Invest AG	
	Amount and Nature of Beneficial Ownership(1)(2)	Percent of Class	Amount and Nature of Beneficial Ownership(1)(3)	Percent of Class	Amount and Nature of Beneficial Ownership(1)(4)	Percent of Class
Frank H. Laukien (5) c/o Bruker BioSciences 40 Manning Road Billerica, MA 01821	1,664,343	18.76%	425,000	5.00%	3,000,000	18.75%
Joerg C. Laukien Markgrafenstrasse 34 76530 Baden-Baden Germany	1,664,343	18.76%	425,000	5.00%	3,000,000	18.75%
Marc M. Laukien 809 Harbour Isles Court N. Palm Beach, Florida 33410	1,664,343	18.76%	425,000	5.00%	3,000,000	18.75%
Dirk D. Laukien 42 Pleasant Ridge Drive The Woodlands, TX 77382	1,664,343	18.76%	425,000	5.00%	3,000,000	18.75%
Isolde Laukien-Kleiner Lichtentalerallee 68 D76530 Baden-Baden Germany	2,212,458	24.94%	467,500	5.50%	4,000,000	25.00%
Techneon AG (6) c/o Bruker BioSpin AG, 7 Industriestrasse 26, CH-8117 Fällanden, Switzerland			1,105,000	13.00%		
SciTec GmbH & Co. KG (6) Silberstreifen 4, 76287 Rheinstetten, Germany			5,227,500	61.50%		

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common share subject to options held by that person that are currently exercisable, or become exercisable within 60 days from the date hereof,

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are deemed outstanding. However, such shares are not deemed outstanding for purposes of computing the percentage ownership of any other person.

- (2) Represents shares of common stock of Bruker BioSpin Inc.
- (3) Represents share ownership of Bruker Physik GmbH.
- (4) Represents share capital of Bruker BioSpin Invest AG.
- (5) Includes 116,504 shares of Bruker BioSpin Inc., 112,900 shares of Bruker Physik GmbH, and 210,000 shares of Bruker BioSpin Invest AG owned by Robyn Laukien as to which Frank H. Laukien has voting power.
- (6) The capital shares of Techneon AG are owned by SciTec GmbH & Co. KG., whose limited partnership interests are 100% beneficially owned by members of the Laukien family in the following percentages: Frank Laukien (18.75%), Joerg Laukien (18.75%), Marc Laukien (18.75%), Dirk Laukien (18.75%) and Isolde Laukien (25%).

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review, Approval or Ratification of Transactions with Related Persons

All transactions with related parties in excess of \$50,000 are reviewed and pre-approved in accordance with our Audit Committee Charter and written procedures. Our Audit Committee, which is ultimately responsible for approving related party transactions, pre-approves such transactions involving amounts exceeding \$500,000. The Audit Committee has delegated authority to the Chief Financial Officer and Corporate Controller to review and pre-approve all related party transactions, including distribution, shared administrative services and sales and purchasing activities, involving amounts from \$50,000 to \$500,000. A related party transaction will be approved only if it is determined upon review that the transaction is in the best interests of our company, and at fair market value and at arm's length conditions. If the transaction involves a director, that director will be recused from all discussions and decisions about the transaction. In considering the transaction, the executive officer or the committee, as appropriate, will consider all relevant factors, including as applicable:

the business purpose for the transaction;

quantifying the amount and volume of transactions to assess materiality;

methods used to establish the terms of the transaction and whether the transaction is on arm's-length terms comparable to those available to third parties; and

the overall fairness of the transaction to the company.

Typically every quarter, management reviews with the Audit Committee all related party transactions, including those the committee was not required to pre-approve. This review consists of a memorandum summarizing the information described above with respect to all related party transactions entered into in the preceding quarter, and is followed up on during one of the telephonic or in-person meeting between the Audit Committee and management.

Affiliation and Stockholders

Bruker BioSciences and the companies of the Bruker BioSpin Group are affiliated through common control at the stockholder level. Our five largest stockholders, Frank H. Laukien, Dirk D. Laukien, Isolde Laukien-Kleiner, Joerg C. Laukien and Marc M. Laukien, together with Robyn L. Laukien, are also the controlling shareholders of the Bruker BioSpin Group and beneficially own directly or indirectly 100% of the shares of the companies of the Bruker BioSpin Group. Isolde Laukien-Kleiner is the mother of Dirk and Marc Laukien. Joerg, Frank, Dirk and Marc are brothers or half-brothers.

Frank H. Laukien, Ph.D., the Chairman, President and Chief Executive Officer of Bruker BioSciences, also is a director and President of Bruker BioSpin Inc. and co-CEO of the Bruker BioSpin Group. Additionally, Dr. Frank Laukien beneficially owns directly or indirectly more than 10% of the stock of each of the Bruker BioSpin Group companies. Under two lease agreements, Bruker BioSpin Corporation rents laboratory, manufacturing and office space from trusts controlled by certain Laukien family members, including Frank Laukien. During each of the years ended December 31, 2006, 2005 and 2004, Frank Laukien was paid \$191,600, \$191,600 and \$206,600, respectively, as a beneficiary of the trusts. The lease terms were equal to the estimated fair market value of the rentals.

Joerg C. Laukien, a director of Bruker BioSciences, is the Chief Operating Officer of the Bruker BioSpin Group, a director and President of Bruker BioSpin MRI, Inc., Managing Director of Bruker BioSpin MRI GmbH, Managing Director of Bruker Elektronik GmbH, a director of Bruker Biospin Inc., a director of Bruker BioSpin SA, a director of Bruker BioSpin s.r.l., and a director of Techneon AG. Additionally, Joerg Laukien owns directly or indirectly more than 10% of the stock of each of the Bruker BioSpin Group companies. Mr. Joerg Laukien is a beneficiary of a trust controlled

by Dr. Dirk Laukien and Dr. Frank Laukien which leases certain laboratory, manufacturing and office space to Bruker BioSpin Corporation. During each of the years ended December 31, 2006, 2005 and 2004, Joerg Laukien was paid \$21,600, \$21,600 and \$36,600, respectively, as a beneficiary of the trust. The lease terms were equal to the estimated fair market value of the rentals. With Dr. Dirk Laukien and Isolde Laukien-Kleiner, Joerg Laukien also is a party to a lease agreement with Bruker BioSpin AG, under which Bruker BioSpin AG rents certain office space. During each of the years ended December 31, 2006, 2005 and 2004 Joerg Laukien was paid \$81,363, \$81,877 and \$79,688, respectively.

Dirk D. Laukien, Ph.D., Senior Vice President of Bruker BioSciences and President of Bruker Optics, is also co-CEO of the Bruker BioSpin Group and a director of Bruker BioSpin Inc. and Bruker BioSpin AG. Additionally, Dirk Laukien owns directly or indirectly more than 10% of the stock of each of the Bruker BioSpin Group companies. Our Bruker Optics subsidiary rents various office space from Dirk Laukien under lease agreements. Under these lease agreements, during each of the years ended December 31, 2006, 2005 and 2004 Dirk Laukien was paid \$0.3 million, which was equal to the estimated fair market value less the cost of capital improvements provided by Bruker Optics in 2004. Bruker Optics subleased a portion of this office space to an affiliate during 2006, 2005 and 2004 and received \$31,500, \$31,500 and \$0.1 million in rental income, which included charges for utilities and other occupancy costs. This rental income is recorded as a reduction of rent, utilities, and building maintenance expenses. Under two lease agreements, Bruker BioSpin Corporation rents laboratory, manufacturing and office space from trusts controlled by certain Laukien family members, including Dirk Laukien. Under the first of the lease agreements, during the years ended December 31, 2006, 2005 and 2004, Dirk Laukien was paid \$137,500, \$131,250 and \$131,250, respectively, which was equal to the estimated fair market value of the rentals. A trust controlled by Dirk Laukien and Frank Laukien has also entered into a lease agreement with Bruker BioSpin Corporation. As a beneficiary of the trust, during each of the years ended December 31, 2006, 2005 and 2004 Dirk Laukien was paid \$32,400, \$32,400 and \$54,900, respectively. The lease terms were equal to the estimated fair market value of the rentals. Bruker BioSpin Corporation also rents office space from a trust controlled by Dr. Dirk Laukien. During each of the years ended December 31, 2006, 2005 and 2004, Dirk Laukien was paid \$170,000, \$170,000 and \$170,000, respectively, as a beneficiary of the trust. The lease terms were equal to the estimated fair market value of the rentals. Dirk Laukien, Isolde Laukien-Kleiner and Joerg C. Laukien also are parties to a lease agreement with Bruker BioSpin AG under which Bruker BioSpin AG rents certain office space. During each of the years ended December 3, 2006, 2005 and 2004, Dirk Laukien was paid \$81,363, \$81,877 and \$79,688, respectively.

Marc M. Laukien owns directly or indirectly more than 10% of the stock of each of the Bruker BioSpin Group companies. Marc Laukien is a beneficiary of certain trusts controlled by Laukien family members that have entered into lease agreements with Bruker BioSpin Corporation. During each of the years ended December 31, 2006, 2005 and 2004, Marc Laukien was paid \$202,400, \$202,400 and \$224,900, respectively, as a beneficiary of the trusts. The lease terms were equal to the fair market value of the rentals. If the acquisition of the Bruker BioSpin Group is approved by stockholders, and giving effect to the cash-stock exchange agreements among certain Bruker BioSpin Group Shareholders, Marc Laukien will receive aggregate consideration of approximately \$90.0 million in cash and 8,913,170 shares of Bruker BioSciences unregistered stock, which has a market value of approximately \$109.0 million as of December 5, 2007, in exchange for his interest in the Bruker BioSpin Group companies.

Isolde Laukien-Kleiner owns directly or indirectly more than 10% of the stock of each of the Bruker BioSpin Group companies. Isolde Laukien-Kleiner was formerly the CEO of Bruker Physik GmbH and also served later as a consultant to Bruker Physik GmbH. Isolde Laukien-Kleiner terminated her consulting relationship with the Bruker BioSpin Group affiliate prior to the announcement of the combination. Under an agreement with Bruker Physik AG, Isolde Laukien-Kleiner will continue to receive certain benefits for a period of three years following her resignation.

Isolde Laukien-Kleiner has also agreed to allow the Bruker BioSpin Group continued use of certain personal artwork and has granted Bruker Physik a right to purchase the artwork for €50,000 at any time prior to December 31, 2017. Isolde Laukien-Kleiner is entitled to monthly pension payments of approximately €13,000, or €156,000 annually, subject to annual periodic adjustments. If the acquisition of the Bruker BioSpin Group is approved by stockholders, and giving effect to the cash-stock exchange agreements among certain Bruker BioSpin Group Shareholders, Isolde Laukien-Kleiner will receive aggregate consideration of approximately \$136.8 million in cash and 9,976,689 shares of Bruker BioSciences unregistered stock, which has a market value of approximately \$122.0 million as of December 5, 2007, in exchange for her interest in the Bruker BioSpin Group companies. Dirk Laukien, Isolde Laukien-Kleiner and Joerg C. Laukien also entered into a lease agreement with Bruker BioSpin AG under which Bruker BioSpin AG rents certain office space. During the years ended December 31, 2006, 2005 and 2004, Isolde Laukien-Kleiner was paid \$162,726, \$163,754 and \$159,375, respectively.

Richard M. Stein, a director of Bruker BioSciences, is a partner of Nixon Peabody LLP, a law firm which has been retained by Bruker BioSciences and Bruker BioSpin Inc. for over five years. Mr. Stein has also served as the secretary for each of Bruker BioSciences, Bruker BioSpin Corporation, Bruker AXS, Bruker Daltonics, Bruker Optics, and Bruker BioSpin Inc.

Bernhard Wangler, a director of Bruker BioSciences, is the principal of Kanzlei Wangler, a German audit and tax advisory firm which has been retained by Bruker BioSciences and the Bruker BioSpin Group for over five years.

William Linton, Collin D'Silva and Richard Kniss are members of the special committee of the board of directors of Bruker BioSciences representing the interests of the stockholders of Bruker BioSciences unaffiliated with the Laukien family in connection with the potential combination of the Bruker BioSpin Group with Bruker BioSciences. In accordance with the terms of the Compensation and Indemnification Agreement entered into on December 3, 2007 by the members of the special committee and Bruker BioSciences, the chair of the special committee, William A. Linton, is entitled to an \$100,000 fee for his services, and each of the remaining members of the special committee is entitled to an \$80,000 fee for their services. In addition, the members of the special committee are entitled to reimbursement of reasonable expenses incurred in connection with their service on the special committee.

Dr. Tony W. Keller, a nominee to serve on our board of directors, until recently was co-CEO of the Bruker BioSpin Group for more than five years, and is currently the Executive Chairman of the Bruker BioSpin Group and a director of Bruker BioSpin AG. Dr. Keller is also currently a Managing Director of Bruker BioSpin GmbH, a position he will retire from effective December 31, 2007. In addition, prior to the completion of the combination, Dr. Keller is expected to be elected as President of the Board of BioSpin Invest. Discussions regarding future compensation for his new responsibilities are ongoing.

Sharing Agreement

Bruker BioSciences entered into a sharing agreement, dated as of February 28, 2000, with each of currently existing Bruker BioSpin Group companies Bruker Physik, Techneon, BioSpin Invest, Bruker BioSpin SA, Bruker BioSpin GmbH, Bruker Elektronik GmbH, Bruker BioSpin Corporation, Bruker BioSpin AG, and Bruker BioSpin MRI GmbH. The Sharing Agreement provides for the sharing of specified intellectual property rights, services, facilities and other related items among the parties to the agreement. The following description of the Sharing Agreement is a summary and is qualified in its entirety by the provisions of the Sharing Agreement. However, the Sharing Agreement will be terminated as of the closing of the combination, since all parties to the Sharing Agreement will be part of Bruker BioSciences after the closing.

Name

Pursuant to the terms of the Sharing Agreement, Bruker BioSpin GmbH and Bruker Physik have granted to the other parties to the Sharing Agreement a perpetual, irrevocable, non-exclusive, royalty-free, non-transferable right and license to use the name "Bruker" in connection with the conduct and operation of their respective businesses, provided that the parties do not materially interfere with any other party's use of the name, do not take any action which would materially detract from the goodwill associated with the name and do not take any action which would cause a lien to be placed on the name or the parties' license rights. This license automatically becomes null and void with respect to a party if that party files, or has filed against it, a petition in bankruptcy, fails to comply with the relevant terms of the Sharing Agreement or suffers a major loss of its reputation in its industry or the marketplace.

Intellectual Property

The parties to the Sharing Agreement also generally share technology and other intellectual property rights, as they existed on or prior to February 28, 2000, subject to the terms of the Sharing Agreement. In addition, under the Sharing Agreement each party has agreed to negotiate with any other party who wishes to obtain an agreement permitting such party to make a broader use of the first party's intellectual property that was in effect on or prior to February 28, 2000. However, no party has any obligation to enter into these agreements.

Distribution

In various countries in which we do not have our own distribution network, we share in the worldwide distribution network of the Bruker BioSpin Group. The Sharing Agreement provides for the use of common distribution channels by the parties to the agreement. The Sharing Agreement states that the terms and conditions of sale and the transfer pricing for any shared distribution will be on an arm's length basis as would be utilized in typical transaction with a person or entity not a party to the agreement. The Sharing Agreement also states that no common sales channel may have any exclusivity in any country or geographic area.

Services

Bruker BioSciences also shares various general and administrative expenses for items such as umbrella insurance policies, retirement plans, accounting services and leases, with various Bruker BioSpin Group companies. The Sharing Agreement provides that these services are charged among the affiliated companies at arm's length conditions and pricing, according to individual Sub-Sharing Agreements. In 2006, various Bruker BioSpin Group companies provided administrative and other services (including office space) to Bruker BioSciences at a cost of approximately \$3.7 million.

Purchases and Sales

Bruker BioSciences purchases subunits or components, including some components used in its CBRN (chemical, biological, radiological and nuclear) detection products, miscellaneous electronics boards used in Fourier transform mass spectrometers, sheet metal cabinets and some of the superconducting magnets used for Fourier transform mass spectrometers, and a low-temperature attachment for certain x-ray systems, from various Bruker BioSpin Group companies, at arm's length commercial conditions and pricing. In 2006, Bruker BioSciences purchased components from these affiliates for \$19.4 million.

Under the Sharing Agreement, the affiliated companies who supply certain of these subunits or components have agreed to continue to do so for at least seven years and to provide spare parts for at least 12 years from the date of the Sharing Agreement, at the terms and conditions and prices in effect

on the date of the Sharing Agreement, which may be increased annually in an amount proportional to annual increases in the Consumer Price Index. The Sharing Agreement states that the terms and conditions of purchases of subunits and components shall be at reasonable arm's length terms and conditions and that pricing shall be competitive. In 2006, Bruker BioSciences purchases from Bruker BioSpin Group companies were approximately 4% of revenues.

Bruker BioSciences supplies system products and individual licenses to its HyStar software package to Bruker BioSpin Group companies at what Bruker BioSciences believes to be commercially reasonable arm's length conditions and pricing. As part of the Sharing Agreement, Bruker BioSciences guarantees a continued supply of the HyStar software package (or its successor) for at least seven years.

Bruker BioSciences may, from time to time, distribute the products of Bruker BioSpin Group companies as part of customer orders.

Bruker BioSciences supplies a variety of products to Bruker BioSpin Group companies for resale at what Bruker BioSciences believes to be commercially reasonable arm's length conditions and pricing. For the year ended December 31, 2006, Bruker BioSciences sold products to Bruker BioSpin Group companies in the amount of \$10.8 million. However, these sales were primarily for resale of certain products by Bruker BioSpin Group entities as described above.

Additional Agreements, Collaborations and Sales

Bruker BioSciences recognized sales to the Bruker BioSpin Group of approximately \$10.8 million in 2006, and purchases from the Bruker BioSpin Group of approximately \$19.4 million in 2006.

Bruker BioSciences is a party to certain collaborations with various affiliates, including:

Bruker BioSciences sells systems and after-market products through certain Bruker BioSpin Group distribution locations where Bruker BioSciences does not have its own subsidiaries;

Superconducting magnets, selected electronics and selected software used in Bruker BioSciences FTMS mass spectrometry equipment are purchased from the Bruker BioSpin Group;

Cryogenic sample cooling and handling devices used in Bruker BioSciences single crystal diffractions are purchased from the Bruker BioSpin Group;

Certain frames and enclosures used by Bruker BioSciences for mass spectrometry equipment are purchased from the Bruker BioSpin Group;

Collaboration with a Bruker BioSpin Group company in connection with Bruker BioSciences' Proteomics RIMS research software environment;

Collaboration with a Bruker BioSpin Group company in connection with Bruker BioSciences' NMR and mass spectrometry Metabolic Profiler system;

Collaboration with a Bruker BioSpin Group company in connection with Bruker BioSpin Group's TD-NMR Analyzer, the "minispec," distributed by Bruker Optics; and

Collaboration with a Bruker BioSpin Group company in connection with Bruker BioSpin Group's hyphenated equipment, including combined LC-NMR and LC-NMR-mass spectrometry instrumentation.

DESCRIPTION OF BRUKER BIOSCIENCES CAPITAL STOCK

All shares issued to the Bruker BioSpin Group Shareholders upon consummation of the transactions will have the same rights as our common stock currently outstanding.

Bruker BioSciences' authorized capital stock consists of 200,000,000 shares of common stock, par value \$.01 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share. Holders of Bruker BioSciences common stock have no preemptive, subscription or redemption rights.

**PROPOSAL NO. 4: APPROVAL OF THE CHARTER AMENDMENT TO INCREASE OUR
AUTHORIZED SHARES.**

The fourth proposal asks stockholders to approve an amendment to Bruker BioSciences' certificate of incorporation to increase the number of authorized shares that may be issued by our company. This amendment will only be adopted if the transactions discussed earlier in this proxy statement are consummated.

General. The board of directors of Bruker BioSciences has resolved to amend the certificate of incorporation of Bruker BioSciences to increase the total number of shares of common stock which Bruker BioSciences shall have authority to issue from 200,000,000 shares of common stock, par value \$.01 per share, to 260,000,000 shares of common stock, par value \$.01 per share, in the event the acquisitions are consummated. The board of directors of Bruker BioSciences has directed that the proposal be submitted for action at a special meeting of stockholders. The affirmative vote of at least a majority of shares of common stock entitled to vote at the Special Meeting is required to approve the this amendment. If the stockholders approve the amendment to the certificate of incorporation to increase the authorized capital stock of the company, the amendment will be effective upon the filing of the certificate of amendment of certificate of incorporation with the Secretary of State of the State of Delaware. The text of the proposed amendment is included in this proxy statements in **Annex C**.

Prior to Amendment. Pursuant to Bruker BioSciences' certificate of incorporation as amended by the certificate of merger filed with the Secretary of State of the State of Delaware on July 1, 2003, and as further amended on June 29, 2006, the authorized capital stock of Bruker BioSciences consists of (i) 200,000,000 shares of common stock, par value \$.01 per share, and (ii) 5,000,000 shares of preferred stock, par value \$.01 per share. As of December 5, 2007, there were 105,545,527 shares of common stock issued and outstanding and no shares held in treasury. As of December 5, 2007, there were no shares of preferred stock issued and outstanding.

After Amendment. If the stockholders approve this contingent amendment, following the filing of the certificate of amendment, the authorized capital stock of Bruker BioSciences will consist of (i) 260,000,000 shares of common stock, par value \$.01 per share, and (ii) 5,000,000 shares of preferred stock, par value \$.01 per share.

Increase in Number of Shares of Common Stock. If approved by the stockholders, this amendment will authorize Bruker BioSciences to issue an additional 60,000,000 shares of Bruker BioSciences' common stock at any time after the consummation of the proposed acquisitions. The board of directors is empowered under the certificate of incorporation to issue shares of authorized stock without further stockholder approval.

Rationale for the Proposed Amendment. As of December 5, 2007 there were 86,454,473 shares of Bruker BioSciences' common stock available for issuance and not otherwise reserved. If the acquisitions are consummated, 57,544,872 shares of Bruker BioSciences common stock will be issued to the Bruker BioSpin Group stockholders. This amendment to the Bruker BioSciences certificate of incorporation is not required in order to issue shares of Bruker BioSciences common stock in connection with the transactions. However, the board of directors believes that the number of authorized shares of common stock should be increased by 60,000,000 to provide sufficient shares for use for corporate purposes as may be deemed advisable by the board of directors, without further action or authorization by the stockholders. The corporate purposes might include attaining capital funds through the sale of stock, acquiring other corporations or properties, or declaring stock dividends in the nature of a stock split. There are no current plans, agreements, arrangements, or understandings to issue any of the shares of common stock which would be authorized by the amendment; however, the board of directors believes that the availability of shares would afford Bruker BioSciences flexibility in considering and implementing any of the corporate transactions enumerated above.

Possible Effects of the Amendment. If the stockholders approve the amendment, Bruker BioSciences will have additional authorized but unissued shares of common stock that may be issued without further action or authorization of the stockholders (except as required by law or the rules of NASDAQ or any other stock exchange on which Bruker BioSciences' securities may then be listed). The issuance of additional shares of common stock may have a dilutive effect on earnings per share. In addition, the issuance of additional shares of common stock could have a dilutive effect on the voting power of the current stockholders because they do not have preemptive rights.

Appraisal Rights in Respect of the Proposed Amendment. Bruker BioSciences' stockholders have no appraisal rights with respect to the proposed amendment.

Contingent Amendment. This amendment is to be effective only if the transactions involving the Bruker BioSpin Group described in this proxy statement are consummated. If the transactions are not consummated, then Bruker BioSciences will not amend its certificate of incorporation to increase the number of shares of common stock authorized for issuance.

RECOMMENDATION OF THE BRUKER BIOSCIENCES BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF BRUKER BIOSCIENCES RECOMMENDS A VOTE FOR THE AMENDMENT TO THE BRUKER BIOSCIENCES CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED CAPITAL STOCK OF THE COMPANY IF THE ACQUISITIONS ARE CONSUMMATED.

PROPOSAL NO. 5: APPROVAL OF AN AMENDMENT TO THE STOCK OPTION PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES.

The fifth proposal asks stockholders to approve an amendment to the Bruker BioSciences amended and restated stock option plan to increase the number of shares of common stock for which options may be granted.

In February 2000, the board of directors and stockholders of Bruker Daltonics approved and adopted Bruker Daltonics' 2000 Stock Option Plan, authorizing Bruker Daltonics to issue options to purchase a total of 2,220,000 shares of common stock. Upon the consummation of the merger of Bruker Daltonics and Bruker AXS in 2006, the Bruker Daltonics stock option plan became the Bruker BioSciences Amended and Restated 2000 Stock Option Plan. In connection with the merger of Bruker BioSciences and Bruker Optics, the board of directors and stockholders of Bruker BioSciences approved the increase of the Bruker BioSciences option pool by 1,680,000 shares such that a total of 8,000,000 shares were reserved for issuance pursuant to the stock option plan. As of December 31, 2006, options to purchase 4,299,625 shares of common stock and no shares of restricted common stock were outstanding under the stock option plan, leaving 3,700,375 shares available for grant.

Accordingly, the board of directors of Bruker BioSciences determined that it was in the best interest of Bruker BioSciences to amend its option plan to increase its option pool by 2,000,000 shares such that a total of 10,000,000 shares are reserved for issuance pursuant to the stock option plan. This total of 10,000,000 includes the 4,299,625 options to purchase shares of Bruker BioSciences common stock that were outstanding on December 31, 2006. The increase in the Bruker BioSciences option pool is not necessary for the consummation of the acquisition; but, whether or not the acquisition is consummated, the board of directors believes the increase is necessary to continue to provide long-term incentives to attract and retain employees. The affirmative vote of a majority of the shares of Bruker BioSciences common stock present or represented and entitled to vote at the Special Meeting will be required to approve this amendment to the stock option plan.

RECOMMENDATION OF THE BRUKER BIOSCIENCES BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF BRUKER BIOSCIENCES RECOMMENDS A VOTE "FOR" THE AMENDMENT TO THE AMENDED AND RESTATED OPTION PLAN TO INCREASE THE NUMBER SHARES OF COMMON STOCK FOR WHICH OPTIONS MAY BE GRANTED.

BRUKER BIOSCIENCES AMENDED AND RESTATED 2000 STOCK OPTION PLAN

The following description of certain features of the Bruker BioSciences stock option plan is intended to be a summary only. The summary is qualified in its entirety by the full text of the Bruker BioSciences stock option plan, which is attached as **Annex D** to this proxy statement and which incorporates the provisions of the proposed stock option plan amendments.

General. The Bruker BioSciences stock option plan provides for the granting of incentive stock options to Bruker BioSciences employees and non-qualified options, as defined in Section 422 of the Internal Revenue Code, to Bruker BioSciences employees, directors, advisors and consultants. The Bruker BioSciences stock option plan may be administered by the board of directors of Bruker BioSciences or by the Bruker BioSciences compensation committee. Either the board or the compensation committee has the authority to take the following actions:

- (a) interpret and apply the stock option plan; and
- (b) determine the eligibility of an individual to participate in the stock option plan.

Eligibility. Eligible participants under the stock option plan include officers, employees, consultants, advisors and directors of Bruker BioSciences. Incentive stock options may only be granted

to employees of Bruker BioSciences or any subsidiary. In determining a person's eligibility to be granted an option, and the number of shares to be granted to any person, the compensation committee takes into account, in its sole discretion, the person's position and responsibilities, the nature and value to Bruker BioSciences or its subsidiaries of the person's service and accomplishments, the person's present and potential contribution to the success of Bruker BioSciences or its subsidiaries, and such other factors as the compensation committee deems relevant. No option designated as an incentive stock option may be granted to any employee who owns, immediately prior to the grant of the option, stock representing more than 10% of the total combined voting power of all classes of stock of Bruker BioSciences or a parent or a subsidiary, unless the purchase price of the stock under the option is at least 110% of its fair market value at the time the option is granted and the option, by its terms, is not exercisable more than five years from the date it is granted.

Terms and provisions of options. Stock options are granted under stock option agreements which contain the vesting schedules of the stock options. Non-qualified stock options are granted with an exercise price of at least 50% of fair market value of the common stock on the date of grant, and incentive stock options are granted with an exercise price of at least 100% of the stock's fair market value on the date of grant. Vested options may be exercised in full at one time or in part from time to time in amounts of 50 shares or more. The payment of the exercise price may be made as determined by the board or committee and set forth in the option agreement, by delivery of cash or check, by tendering shares of common stock (provided that payment by this means will not cause Bruker BioSciences to recognize for financial accounting purposes a charge to earnings) or by means of a broker-assisted cashless exercise. Bruker BioSciences may delay the issuance of shares covered by the exercise of an option until the shares for which the option has been exercised have been registered or qualified under the applicable federal or state securities laws or until Bruker BioSciences' counsel has opined that the shares are exempt from the registration requirements of applicable federal or state securities laws. The term of any option granted under the stock option plan is limited to either five or ten years, depending on the nature of the option holder. Unvested options generally terminate immediately upon the termination of an option holder's employment with Bruker BioSciences, but in no event will unvested options terminate more than 90 days after an option holder leaves Bruker BioSciences' employ. Options granted under the stock option plan are not transferable other than by will or the laws of descent and distribution. The compensation committee may grant up to 20% of the shares reserved for option grants as restricted stock rather than as stock options.

Recapitalization; reorganization; change of control. The stock option plan provides that proportionate adjustments shall be made to the number of authorized shares which may be granted under the stock option plan and as to which outstanding options, or portions of outstanding options, then unexercised shall be exercisable as a result of increases or decreases in Bruker BioSciences' outstanding shares of common stock due to reorganization, merger, consolidation, recapitalization, stock split-up, combination of shares, or dividends payable in capital stock, such that the proportionate interest of the option holder shall be maintained as before the occurrence of such event. Upon the sale or conveyance to another entity of all or substantially all of the property and assets of Bruker BioSciences, including by way of a merger or consolidation or a change in control of the company, as defined in the stock option plan, the board of directors of Bruker BioSciences shall have the power and the right to accelerate the exercisability of any options. Additionally, the compensation committee may, in its discretion, accelerate the exercisability of any option subject to such terms and conditions as the compensation committee deems necessary and appropriate.

Termination or amendment. Unless sooner terminated by the board of directors, the stock option plan will terminate on February 11, 2010, ten years from the date on which the stock option plan was adopted by the Bruker BioSciences board of directors. The board of directors may, at any time, terminate the stock option plan. All options granted under the stock option plan shall terminate upon the dissolution or liquidation of Bruker BioSciences; provided, however, that each option holder (if at

such time in the employ of or otherwise associated with Bruker BioSciences or any of its subsidiaries) shall have the right, immediately prior to the dissolution or liquidation, to exercise his or her option to the extent then exercisable. The board of directors of Bruker BioSciences may modify or amend the option at any time but may not, however, without the approval of the stockholders increase the maximum number of shares for which options may be granted, change the designation of the class of persons eligible to receive options under the stock option plan or make any other changes to the stock option plan which require stockholder approval under applicable law or regulation.

Tax effects of stock option plan participation. Options granted under the stock option plan are intended to be either incentive stock options, or an ISO, as defined in section 422 of the Code, or non-qualified stock options. The following discussion applies to options that are granted with an exercise price of at least 100% of the stock's fair market value on the date of grant, so that special tax rules under Internal Revenue Code Section 409A relating to nonqualified deferred compensation do not apply.

Incentive Stock Options. Except as provided below with respect to the alternative minimum tax, the option holder will not recognize taxable income upon the grant or exercise of an ISO. In addition, if the option holder holds the shares received pursuant to the exercise of the option for more than one year after the date of transfer of stock to the option holder upon exercise of the option and for more than two years after the option is granted, the option holder will recognize long-term capital gain or loss upon the disposition of the stock measured by the difference between the option exercise price and the amount received for such shares upon disposition. If the option holder disposes of the stock prior to the expiration of the required holding periods at a price equal to or in excess of the fair market value of the stock on the date of exercise, then the option holder will recognize ordinary income in the year of the sale equal to the difference between the fair market value of the stock at the date of exercise and the exercise price. In this event, the option holder will also recognize a capital gain (long-term or short-term, depending upon the holding period of the stock) equal to the difference between the sales price and the fair market value of the stock on the date of exercise. If the option holder disposes of the stock prior to the expiration of the required holding periods at a price that is less than the fair market value of the stock on the date of exercise (but greater than the exercise price), the option holder will recognize ordinary income in the year of the sale equal to the difference between the sales price and the exercise price. If the option holder disposes of the stock prior to the expiration of the required holding periods at a price below the exercise price, the option holder will incur a capital loss (long-term or short-term, depending upon the holding period of the stock).

In addition to regular tax consequences, an option holder may have alternative minimum tax consequences when he exercises an ISO. Generally speaking, individual taxpayers are required each year to pay the greater of their regular tax liability or their alternative minimum tax liability. For alternative minimum tax purposes, the excess of the fair market value of the underlying stock on the date of exercise over the exercise price of the option is included in alternative minimum taxable income for the year of exercise. The net amount of alternative minimum tax income (after taking into account any applicable exemptions) is multiplied by the applicable alternative minimum tax rate to determine alternative minimum tax liability income. If an option holder owes alternative minimum tax for the year of exercise of an ISO, the optionee may be entitled to a tax credit for all or part of the excess of the amount of the option holder's alternative minimum tax liability over his regular tax liability for that year. Any credit may be applied directly against the option holder's tax liability in later years in which the option holder's regular tax liability exceeds the option holder's alternative minimum tax liability, but only to the extent of the excess. Any balance of the alternative minimum tax credit would carry forward and may be used in subsequent years subject to the limitations previously described. If the option holder engages in a disqualifying disposition of an ISO in the same calendar year as the exercise of the option, the option holder essentially avoids the effects of alternative minimum tax with respect to the option. Bruker BioSciences will not be allowed an income tax deduction upon the grant or exercise of

an ISO. Upon a disqualifying disposition of shares by the option holder acquired by exercise of the ISO, Bruker BioSciences generally will be allowed a deduction in an amount equal to the ordinary income recognized by the option holder.

Non-Qualified Stock Options. As in the case of ISOs, generally no income is recognized by the option holder on the grant of a non-qualified stock option. On the exercise by an option holder of a non-qualified stock option, the excess of the fair market value of the stock when the option is exercised over the exercise price will be (a) taxable to the option holder as ordinary income, and (b) generally deductible for income tax purposes by Bruker BioSciences. The option holder's tax basis in his stock will equal his cost for the stock plus the amount of ordinary income he had to recognize with respect to the non-qualified stock option. Accordingly, upon a subsequent disposition of stock acquired upon the exercise of a non-qualified stock option, the option holder will recognize short-term or long-term capital gain or loss, depending upon the holding period of the stock, equal to the difference between the amount realized upon disposition of the stock by the option holder and his basis in the stock.

New Plan Benefits. It is not possible to state the persons who will receive options or awards under the stock option plan in the future, nor the amount of options or awards which will be granted thereunder.

The following table sets forth certain information with respect to Bruker BioSciences' equity compensation plans for the fiscal year ended December 31, 2006.

Securities Authorized for Issuance under Equity Compensation Plans

PLAN CATEGORY	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by security holders	4,299,625	\$ 6.11	3,700,375
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL	4,299,625	\$ 6.11	3,700,375

Contingent Amendment. This amendment is to be effective only if the transactions involving the Bruker BioSpin Group described in this proxy statement are consummated. If the transactions are not consummated, then Bruker BioSciences will not amend its amended and restated stock option plan to increase the number of shares of common stock for which options may be granted.

PROPOSAL NO. 6: APPROVAL OF THE CHARTER AMENDMENT TO CHANGE OUR NAME TO BRUKER CORPORATION

The sixth proposal is to approve the amendment of the Bruker BioSciences Certificate of Incorporation to change the name of the corporation to Bruker Corporation upon completion of the proposed transactions.

General. The board of directors of Bruker BioSciences has resolved to amend the certificate of incorporation of Bruker BioSciences to change the name of the corporation to Bruker Corporation in the event the transactions and the combination are consummated. The board of directors of Bruker BioSciences has directed that the proposal be submitted for action at the 2008 special meeting of stockholders. The affirmative vote of at least a majority of shares of common stock entitled to vote at the Special Meeting is required to approve the contingent amendment. If the stockholders approve the amendment to the certificate of incorporation to change the name of the company, the amendment will be effective upon the filing of the certificate of amendment of certificate of incorporation with the Secretary of State of the State of Delaware. The text of the proposed amendment is included in this proxy statement in **Annex C**.

Contingent Amendment. This amendment is to be effective only if the combination with the Bruker BioSpin Group described in this proxy statement is consummated. If the combination is not consummated, then Bruker BioSciences will not amend its certificate of incorporation to change its name.

RECOMMENDATION OF THE BRUKER BIOSCIENCES BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR PROPOSAL NO. 6, TO CHANGE OUR NAME TO "BRUKER CORPORATION."

PROPOSAL NO. 7: THE ELECTION OF DIRECTORS

The seventh proposal on the agenda for the Special Meeting is the election of Dirk D. Laukien to serve as a Class II director and Tony Keller to serve as a Class III director, each for a term beginning at the Special Meeting and ending at our 2008 and 2009 Annual Meetings of Stockholders, respectively, or until a successor has been duly elected and qualified. Our amended and restated certificate of incorporation 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 eleven members of the board of directors, consisting of four Class I directors, four Class II directors and three Class III directors.

In December 2007, the Board of Directors voted to expand the size of the board to thirteen, the number of Class II directors to five and the number of Class III directors to four. At the Special Meeting, one nominee will be elected as a Class II director for a term expiring at the 2008 Annual Meeting of Stockholders and one nominee will be elected to serve as a Class III director to serve for a term expiring at the 2009 Annual Meeting of Stockholders. The directors in Class I are serving terms expiring at our Annual Meeting of Stockholders in 2010.

Both Tony Keller and Dirk D. Laukien are new nominees. All nominees were approved by our board of directors, including a majority of our independent directors.

Unless marked otherwise, proxies received will be voted **FOR** the election of each of the two nominees specified below. If any such nominee for the office of director is unwilling or unable to serve as a nominee for the office of director at the time of the Special 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.

Our directors as of December 5, 2007 are as follows:

Name	Age	Position
Frank H. Laukien, Ph.D.	47	President, CEO, Chairman
Richard M. Stein	56	Secretary, Director
Daniel S. Dross	49	Director
Collin J. D'Silva	50	Director
Wolf-Dieter Emmerich, Ph.D.	67	Director
Brenda J. Furlong	59	Director
Richard D. Kniss	67	Director
Joerg C. Laukien	53	Director
William A. Linton	60	Director
Richard A. Packer	56	Director
Bernhard Wangler	56	Director

Set forth below is biographical information for each person nominated or continuing in office.

Nominee For Election For A Term Expiring At The 2008 Annual Meeting

Dirk D. Laukien, Ph.D. Dr. Dirk Laukien is a Senior Vice President of Bruker BioSciences and has served in this capacity since July 1, 2006. Dr. Dirk Laukien also serves as the President of Bruker Optics and served in this capacity for more than five years prior to July 1, 2006, the date we acquired our Bruker Optics subsidiary. Since 1989, Dr. Dirk Laukien has also served as co-President and a

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director of Bruker BioSpin Corporation and as a director of Bruker AG. Dr. Dirk Laukien is, pursuant to an informal arrangement, co-CEO of the Bruker BioSpin Group and will continue in that role after the proposed combination. Dr. Dirk Laukien received a B.A. in Physics from Brandeis University and a Ph.D. in Physics from Tufts University.

Nominee For Election For A Term Expiring At The 2009 Annual Meeting

Tony W. Keller, Ph.D. Dr. Tony Keller currently serves as chairman of the board of Bruker BioSpin AG, and is also a member of the board of directors of Bruker BioSpin Inc. Dr. Keller joined the Bruker BioSpin Group in 1964 with the establishment of Spectrospin AG by the late Dr. Günther Laukien, and has served the Bruker BioSpin Group in a variety of capacities throughout the years. In 1968, Dr. Keller was promoted to the position of operating director at Spectrospin AG. He then served concurrently as director of Spectrospin AG and as manager of the NMR division of Bruker Rheinstetten. Dr. Keller became director of Bruker Physik AG in 1973, and in 1978 he advanced to managing director of Bruker Analytik GmbH. In his 43 years with the Bruker BioSpin Group, Dr. Keller has made significant contributions to the research, technical development, and business aspects of the Bruker BioSpin Group. Dr. Keller holds honorary doctorates from the Technical University of Berlin and from the University of Queensland.

RECOMMENDATION OF THE BRUKER BIOSCIENCES BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE TWO DIRECTOR NOMINEES LISTED ABOVE.

Directors Continuing In Office Until The 2008 Annual Meeting

Daniel S. Dross. Mr. Dross joined our board of directors in July 2003 in connection with the merger of Bruker Daltonics and Bruker AXS and joined the former Bruker AXS board of directors in January 2001. Mr. Dross has been a partner of Trinity Hunt Partners, a private equity firm, since June 2002. From May 1999 to May 2002, Mr. Dross was a partner of Thomas Weisel Partners Group LLC. Prior to joining Thomas Weisel Partners, Mr. Dross was a Principal at Hicks, Muse, Tate & Furst Incorporated, a Dallas based private equity firm, from 1991 to 1999. During 2005 and 2006 Mr. Dross served on the board of directors of THP Capstar Inc., a privately held company based in Austin, Texas that is controlled by Trinity Hunt Partners and does business as DMX Music, Inc. Mr. Dross currently serves as a director of National Default Exchange, LP, a partnership based in Addison, Texas. Mr. Dross received his B.A. from Dartmouth College and his M.B.A. from the Wharton School at the University of Pennsylvania.

Collin J. D'Silva. Mr. D'Silva joined our board of directors in February 2000. From 1997 to April 2006, Mr. D'Silva served as the Chief Executive Officer of Transgenomic, Inc., a life science company involved in SNP discovery, in Omaha, Nebraska. Until January 2007, Mr. D'Silva also served as the Chairman of the board of directors of Transgenomic. From 1988 to 1997, Mr. D'Silva was President and Chief Executive Officer of CETAC Technologies, Inc, a company designing instrumentation for elemental analysis. Mr. D'Silva holds a B.S. degree and a Masters in Industrial Engineering from Iowa State University as well as a M.B.A. from Creighton University.

Richard M. Stein. Mr. Stein joined Bruker BioSciences' board of directors in February 2000 and is our secretary. Mr. Stein has also served as the secretary for each of Bruker BioSciences, Bruker BioSpin Corporation, Bruker AXS, Bruker Daltonics, Bruker Optics, and Bruker BioSpin Inc. Since January 1993, Mr. Stein has been a partner with Nixon Peabody LLP, a law firm, or a predecessor entity, Hutchins, Wheeler & Dittmar. Mr. Stein holds a B.A. degree from Brandeis University and a J.D. from Boston College Law School.

Bernhard Wangler. Mr. Wangler joined our board of directors in February 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 Bachelor of Economics and Commerce degree and a M.B.A. from the University of Mannheim, Germany.

Directors Continuing In Office Until The 2009 Annual Meeting

Richard D. Kniss. Mr. Kniss joined our board of directors in July 2003 in connection with the merger of Bruker Daltonics and Bruker AXS and joined the former Bruker AXS board of directors in 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. In March 2004, Mr. Kniss became chairman of the board of directors of AviraDx, Inc. (formerly Arcturus Bioscience, Inc.), a life-science tools company. Mr. Kniss holds a B.S. from Brown University and an M.B.A. from Stanford University.

Joerg C. Laukien. Mr. Joerg Laukien joined our board of directors in January 2005. Mr. Joerg Laukien has been a director and President of Bruker BioSpin MRI, Inc. in Billerica, Massachusetts since 1997, President of Bruker BioSpin MRI GmbH in Ettlingen, Germany since 1998, President of Bruker Elektronik GmbH in Rheinstetten, Germany since 1991, a director of Bruker BioSpin Inc. in Billerica, Massachusetts since 2000, a director of Bruker BioSpin SA in Wissembourg, France since 1998, a director of Bruker BioSpin s.r.l. in Italy since 1992, and a director of Techneon AG in Zurich, Switzerland since 1999, each of which are affiliates of ours. Additionally, Mr. Joerg Laukien beneficially owns directly or indirectly more than 10% of the stock of several companies affiliated with us, as discussed below in "Certain Relationships and Related Transactions." Mr. Joerg Laukien is the brother of Dr. Frank Laukien, our Chairman, President and Chief Executive Officer. Mr. Joerg Laukien holds a B.A. from the Verwaltungs- und Wirtschafts-Akademie in Karlsruhe, Germany.

William A. Linton. Mr. Linton joined our board of directors in February 2000. Mr. Linton serves as the lead director of our board of directors. He was appointed lead director in March 2004 by the independent members of the board of directors. As lead director, Mr. Linton performs the usual responsibilities of a lead director including setting the agenda for board meetings and acting as a liaison between management and the board of directors. Mr. Linton has served as the Chairman and Chief Executive Officer of Promega Corporation, a DNA consumables company, in Madison, Wisconsin since 1978. From 2003 to 2006, Mr. Linton served as a director for High Throughput Genomics, a diagnostic product company in Tucson, Arizona. Mr. Linton received a B.S. degree from University of California, Berkeley in 1970. Mr. Linton has been a Director of the Wisconsin Technology Council since 2001 and served as a director of ALSSA (Analytical & Life Science Systems Association), an industry association, from 2004 to 2006.

Directors Continuing In Office Until The 2010 Annual Meeting

Wolf-Dieter Emmerich, Ph.D. Dr. Emmerich joined our Board in April 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 and served the Netzsch Group in a variety of capacities until his retirement in 2005. 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. Dr. Emmerich currently serves as Chairman of the Advisory Board of the ANALYTICA International Trade Fair, a

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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.

Brenda J. Furlong. Ms. Furlong joined our Board in April 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 has been a member of the Board of Trustees of the Perkins School for the Blind in Watertown, Massachusetts since 2002. Ms. Furlong holds an M.B.A. from Northeastern University, an M.A. in international studies from American University and a B.A. in political science and sociology from Whittier College.

Richard A. Packer. Mr. Packer joined our Board in April 2007. Since November 1999, Mr. Packer has been the Chairman and Chief Executive Officer of Zoll Medical Corporation, a publicly-traded manufacturer of resuscitation devices and related software solutions. From 1996 until his appointment to 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 Zoll's Chief Financial Officer and Vice President of Operations. 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 on the Steering Committee for the Massachusetts Life Sciences Initiative, and is a board member of the Massachusetts Medical Device Development Center, a University of Massachusetts initiative to incubate medical device companies. Mr. Packer holds an M.B.A. from the Harvard Business School, as well as B.S. and M. Eng. degrees from Rensselaer Polytechnic Institute.

Frank H. Laukien, Ph.D. Dr. Frank Laukien has been our Chairman, President and Chief Executive Officer since the inception of its predecessor company in February 1991. In addition, he is also a director and President of Bruker BioSpin Inc. He has served as Executive Chairman of the former Bruker AXS from August 2002 until the merger of Bruker Daltonics and Bruker AXS 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 the former Bruker AXS. Since December 2002, Dr. Frank Laukien has served as Co-Chief Executive Officer of the worldwide Bruker BioSpin group of companies, affiliates of ours and the former Bruker AXS. Dr. Frank Laukien is the brother of Mr. Joerg Laukien, a director of our company, and Dirk Laukien, a nominee for board membership. 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. From October 2002 until October 2003, he was Chairman of ALSSA (Analytical & Life Science Systems Association), an industry association. In 2006, Dr. Frank Laukien began serving as a trustee of the Rivers School.

BOARD MEETINGS, COMMITTEES AND COMPENSATION

There are currently eleven members of our board of directors. Seven of the current members of the board of directors, namely, Collin J. D'Silva, Richard D. Kniss, Daniel S. Dross, William A. Linton, Brenda J. Furlong, Richard A. Packer and Wolf-Dieter Emmerich are independent within the meaning of the Marketplace Rules of the NASDAQ Stock Market LLC, or NASDAQ.

During fiscal year 2006, our board of directors held fifteen meetings and acted by written consent two times. During such periods in 2006 in which they served as board members, all of the directors attended at least 75% of the aggregate of: (1) the total number of meetings of the board of directors and (2) the total number of meetings held by committees of the board of directors on which they served. 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 2006 Annual Meeting. As described below, the board of directors has an Audit Committee and a Compensation Committee. The board of directors does not have a Nominating Committee, but all nominations require approval by a majority of independent directors..

Audit Committee. The Audit Committee of the board of directors, which is currently comprised of Brenda J. Furlong, Collin J. D'Silva and Richard A. Packer, each of whom satisfy the applicable independence requirements of the SEC rules and regulations and NASDAQ Marketplace Rules, met nine times during the 2006 fiscal year. The board of directors has determined that Brenda J. Furlong, Chair of the Audit Committee, 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 our company and its subsidiaries. The Audit Committee works extensively with the independent auditors, pre-approves all audit and non-audit services provided to our 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 our company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential submission by our employees of concerns regarding questionable accounting or auditing matters. None of the members of the Audit Committee, or the proposed members of the Audit Committee, have participated in the preparation of any financial statements of the our company at any time during the last three fiscal years.

Compensation Committee. The Compensation Committee, which is comprised of Daniel S. Dross, Richard D. Kniss and William A. Linton, all of whom meet the independence requirements of the NASDAQ Marketplace Rules, met three times during the 2006 fiscal year and acted by written consent two times during the 2006 fiscal year. Mr. Linton is the Chairman of the Compensation Committee. The Compensation Committee administers our stock option plan, determines the chief executive officer's salary, bonus, and equity based compensation, oversees the executive compensation program for our other executive officers and 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, we expect that various of our 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 Senior Vice President 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. In addition, going forward, it is expected that the Chief Financial Officer will do the same with respect to

the Controller. For 2006, the Chief Financial Officer set the compensation of the Controller. 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. In December 2006, the Compensation Committee approved the charter included as **Annex E** to this proxy statement.

COMPENSATION OF DIRECTORS

We pay the non-employee directors of the board a mix of cash and share-based compensation based on the determination of the Compensation Committee. Employee directors receive compensation only as employees of Bruker BioSciences. Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board or committees thereof.

The following table provides information concerning the compensation paid by Bruker BioSciences to each of the non-employee directors for the fiscal year ended December 31, 2006.

2006 Director Compensation Table

Name (a)	Fees Earned or Paid in Cash (b)	Stock Awards(1,2,3) (c)	Option Awards(1) (d)	Total (h)
M. Christopher Canavan, Jr.	\$ 106,834(4)	\$ 3,333	\$ 1,276(5)	\$ 111,443
Taylor J. Crouch	\$ 97,667(6)	\$ 3,333	(7)\$	101,000
Daniel S. Dross	\$ 88,833(8)	\$ 3,333	(9)\$	92,166
Collin J. D'Silva	\$ 39,167(10)	\$ 3,333	\$ 1,276(11)	\$ 43,776
Richard D. Kniss	\$ 30,333(12)	\$ 3,333	(13)\$	33,666
Joerg C. Laukien	\$ 24,667(14)		\$ 4,271(15)	\$ 28,938
William A. Linton	\$ 103,583(16)	\$ 3,333	\$ 1,276(17)	\$ 108,192
Richard M. Stein	\$ 24,667(18)		\$ 1,276(19)	\$ 25,943
Bernhard Wangler	\$ 24,667(20)		\$ 5,547(21)	\$ 30,214

Frank H. Laukien, Ph.D., our Chairman and President and Chief Executive Officer, is not included in this table as he is an employee of our company and receives no compensation for his service as a director. The compensation received by Dr. Laukien as an officer of Bruker BioSciences is shown in the 2006 Summary Compensation Table on page [135].

- (1) The amounts in columns (c) and (d) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with Statement of Financial Accounting Standards No. 123R ("FAS 123R"), of awards pursuant to our Amended and Restated 2000 Stock Option Plan and may include amounts from awards granted both in and prior to 2006. Assumptions used in the calculation of these amounts are included in Notes 2 and 15 to our audited financial statements for the fiscal year ended December 31, 2006 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2007. As required, the amounts shown exclude the impact of any estimated forfeitures related to service-based vesting conditions. 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.
- (2) The grant date fair value of each award of 2,000 shares of restricted common stock made on January 5, 2006 was \$10,000.
- (3) As of December 31, 2006, each of Mr. Canavan, Mr. Crouch, Mr. Dross, Mr. D'Silva, Mr. Kniss and Mr. Linton held an aggregate of 2,000 shares of restricted stock pursuant to grants made on January 5, 2006. These shares vest ratably on each of January 5, 2007, January 5, 2008 and January 5, 2009.
- (4) Includes a \$20,167 annual cash retainer, board meeting attendance fees totaling \$4,500, a \$22,167 retainer as Chair of the Audit Committee and a \$60,000 fee for service as a member of the temporary special committee formed in connection with the acquisition of Bruker Optics.

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- (5) As of December 31, 2006, Mr. Canavan held options to purchase 20,250 shares of common stock, all of which are vested.
- (6) Includes a \$20,167 annual cash retainer, board meeting attendance fees totaling \$3,000, a \$14,500 retainer as a member of the Audit Committee and a \$60,000 fee for service as a member of the temporary special committee formed in connection with the acquisition of Bruker Optics.
- (7) As of December 31, 2006, Mr. Crouch held options to purchase 25,750 shares of common stock, all of which are vested.
- (8) Includes a \$20,167 annual cash retainer, board meeting attendance fees totaling \$3,000, a \$5,666 retainer as a member of the Compensation Committee and a \$60,000 fee for service as a member of the temporary special committee formed in connection with the acquisition of Bruker Optics.
- (9) As of December 31, 2006, Mr. Dross held options to purchase 13,150 shares of common stock, all of which are vested.
- (10) Includes a \$20,167 annual cash retainer, board meeting attendance fees totaling \$4,500 and a \$14,500 retainer as a member of the Audit Committee.
- (11) As of December 31, 2006, Mr. D'Silva held options to purchase 20,250 shares of common stock, all of which all vested.
- (12) Includes a \$20,167 annual cash retainer, board meeting attendance fees totaling \$4,500 and a \$5,666 retainer as a member of the Compensation Committee.
- (13) As of December 31, 2006, Mr. Kniss held options to purchase 25,750 shares of common stock, all of which are vested.
- (14) Includes a \$20,167 annual cash retainer and board meeting attendance fees totaling \$4,500.
- (15) Includes an option to purchase 6,000 shares of common stock, which was earned by Mr. Laukien for his service in 2006 as a director and authorized by the Compensation Committee on January 5, 2006. The grant date fair value of the option awarded to Mr. Laukien on January 5, 2006 was \$19,980. Due to administrative error the grant was never fully documented. As a result, a new grant was made to Mr. Laukien in January 2007.
- (16) Includes a \$20,167 annual cash retainer, board meeting attendance fees totaling \$4,500, an \$8,916 retainer as Chair of the Compensation Committee and a \$70,000 fee for serving as Chair of the temporary special committee formed in connection with the acquisition of Bruker Optics.
- (17) As of December 31, 2006, Mr. Linton held options to purchase 20,250 shares of common stock, all of which are vested.
- (18) Includes a \$20,167 annual cash retainer and board meeting attendance fees totaling \$4,500.
- (19) As of December 31, 2006, Mr. Stein held options to purchase 7,750 shares of common stock, all of which are vested. In addition, in May 2003 in connection with Mr. Stein's service as a board member, he was granted an option to purchase 2,500 shares of common stock, which options are fully vested and held by Nixon Peabody LLP.
- (20) Includes a \$20,167 annual cash retainer and board meeting attendance fees totaling \$4,500.
- (21)

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On January 5, 2006, Mr. Wangler was awarded an option to purchase 6,000 shares of common stock for his service as a director. The grant date fair value of such award was \$19,980. As of December 31, 2006, Mr. Wangler held options to purchase 26,750 shares of common stock, of which options to purchase 20,750 shares are vested and options to purchase 6,000 shares vest ratably on each of January 5, 2007, January 5, 2008 and January 5, 2009.

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Effective August 1, 2006, the Compensation Committee voted to increase non-employee director compensation after consideration of a survey of director compensation at comparable public companies prepared for the committee at the request of certain independent directors, and a comparison of the survey results to our director compensation practices established in 2003. During 2006, the cash compensation for non-employee directors was set as follows:

FULL-YEAR FEE

	In effect January 1, 2006 to July 31, 2006	In effect August 1, 2006 to December 31, 2006	TOTAL RETAINER FOR THE YEAR ENDED DECEMBER 31, 2006
Annual Retainer:			
Board Service	\$ 16,000	\$ 26,000	\$ 20,167
Audit Committee Service	\$ 12,000	\$ 18,000	\$ 14,500
Audit Committee Chair	\$ 6,000	\$ 10,000	\$ 7,667
Compensation Committee Service	\$ 4,000	\$ 8,000	\$ 5,666
Compensation Committee Chair	\$ 2,000	\$ 5,000	\$ 3,250
Attendance Fees per Board meeting:	\$ 0	\$ 1,500	

During 2006, William Linton, M. Christopher Canavan, Jr., Taylor Crouch and Daniel Dross served as members of a temporary special committee of the board of directors established in January 2006 to represent the interests of the stockholders of Bruker BioSciences unaffiliated with the Laukien family in connection with the potential acquisition of Bruker Optics. In accordance with the terms of the Compensation and Indemnification Agreement entered into on April 18, 2006 by the members of the special committee and Bruker BioSciences, the Chair of the special committee, William Linton, received a \$70,000 fee for his services as Chair of the special committee, and each of the remaining members of the special committee received a \$60,000 fee for their services on the special committee.

On January 5, 2006, Bruker BioSciences granted each non-employee director, other than Mr. Stein, either an option to purchase 6,000 shares of common stock or 2,000 shares of restricted common stock. Based on differences in the tax treatment of awards of options and common stock, directors who are United States citizens are awarded shares of restricted stock, while directors who are not United States citizens receive grants in the form of options. The option and restricted stock grants vest in equal annual installments over three years on the anniversary of the grant date, beginning on January 5, 2007. Such share-based awards are made annually to non-employee directors as a component of their compensation. On February 28, 2007, the board of directors approved an award of either an option to purchase 6,000 shares of common stock or 2,000 shares of restricted common stock to all non-employee directors able to hold such awards in their own name.

DIRECTOR NOMINATIONS

We do not have a nominating committee, based on a board determination that full board participation in the nominations process would foster improved corporate governance. On March 3, 2004, our 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. In some cases, one or more board members may screen potential nominees before presenting them to the full board for consideration. In all cases, a majority of our independent directors must approve the nominees. The qualifications of recommended candidates will be reviewed by at least a majority of the independent directors of our 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 by the board and independent directors 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 independent directors and the board. The independent directors and the board are authorized to retain advisers and consultants and to compensate them for their services. The independent directors and the board did not retain any such advisers or consultants for this purpose during fiscal year 2006.

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 our company's business;
- sufficient time available to devote to the affairs of our 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 our company, including our 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.

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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 our company does not have a specific policy with respect to the nomination of directors by stockholders, our company will consider nominations made by stockholders. We believe that it is not necessary to have a policy for director nominations by stockholders because the board of directors, including 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 our company and the life science industry. However, stockholders may communicate directly with 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 board of directors as he deems appropriate, and, as described below, will submit communications to the board of directors 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 board of directors 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 shall be received by our company within the timeframe set forth herein under "Time for Submission of Stockholder Proposals."

COMPENSATION DISCUSSION AND ANALYSIS

Overview

Our company's executive compensation program is administered by the Compensation Committee of the board of directors. Pursuant to the authority delegated by the board of directors, the Compensation Committee oversees our company's stock option plan, determines the chief executive officer's salary, bonus, and equity-based compensation, oversees the executive compensation program for our other executive officers, including reviewing and approving the overall values and forms of compensation for the executive officers listed in the 2006 Summary Compensation Table below (the "Named Executive Officers") as well as for other officers of our company, reviews general policy matters relating to compensation and employee benefits and makes recommendations concerning these matters to the board of directors.

Executive Compensation Philosophy

Our key objectives in structuring and determining executive compensation are to:

attract and retain qualified executive officers;

motivate existing officers to perform;

reward outstanding corporate performance;

align compensation with Bruker BioSciences' annual and long-term performance goals;

enhance our profitability; and

maximize stockholder value.

Our company achieves these objectives through a compensation philosophy that seeks to align compensation with our strategic objectives and reward our Named Executive Officers for meeting certain performance goals. Executive compensation is based in part on a pay-for-performance philosophy, which emphasizes both company and individual performance measures that correlate closely with the achievement of both short and long term performance objectives. To motivate our Named Executive Officers, we focus on cash compensation, a portion of which is tied to the individual's performance, and we augment this compensation annually with equity grants. In structuring executive compensation, the Compensation Committee focuses on our goal of long-term enhancement of stockholder value by using stock based incentive programs with extended vesting schedules. We believe the use of such incentives to retain and motivate individuals who have developed the skills and expertise required to lead Bruker BioSciences is key to our continued success.

Components of Executive Compensation

Compensation is comprised of cash compensation in the form of annual base salary and annual incentive bonus awards, as well as long-term incentive compensation in the form of stock options and restricted stock grants.

Annual Base Salary. Base salaries are determined based on a variety of factors, including the officers' levels of responsibility, experience and potential, and a comparison of salaries paid to peers within the company and to those with similar roles at other companies. Base salaries are set at levels that the Compensation Committee believes will allow our company to attract and retain superior managers who will enable our company to deliver on its business goals. The Compensation Committee considers cash compensation data derived from an independent source, Salary.com's CompAnalyst Executive, for a peer group of publicly-traded companies in the same or similar industries and targets cash compensation for our executive officers within the median range of this peer group. The peer group includes Affymetrix Inc., Agilent Technologies, Inc., Caliper Life Sciences, Inc., Ciplagen

Biosystems, Inc., Dionex Corporation., Keithley Instruments Inc., Molecular Devices Corporation, PerkinElmer, Inc., Sequenom, Inc., Thermo Fisher Scientific Inc., Waters Corporation and Varian, Inc. Base salaries are reviewed annually and may be adjusted after considering the various factors described above. The Chief Executive Officer makes recommendations to the Compensation Committee for base salaries for the Chief Financial Officer and the Senior Vice President. When setting the base salaries of these executive officers, the Compensation Committee, while considering the recommendations of the Chief Executive Officer, makes the final determination based on the factors listed above and the executive officer's performance during the previous year. The Compensation Committee also evaluates the performance of and sets the salary for the Chief Executive Officer.

Annual Cash Incentive Awards. Annual incentive awards in the form of performance-based cash bonuses for the Chief Executive Officer and Bruker BioSciences' other executive officers are based upon management's success in meeting Bruker BioSciences' financial and strategic goals. Historically, specific criteria for these bonuses have been determined based on a combination of qualitative and quantitative measures, the details of which are established each year. These goals vary for each executive based on his responsibilities and role within our company and may include financial or strategic measures, including, among others, revenue growth, gross profit margin improvement, meeting earnings per share targets, identifying and developing new product and market opportunities and other strategic initiatives. The goals are intended to require performance which results in our company meeting or exceeding its financial goals. These cash incentive bonus awards reflect the individual's performance compared with his performance goals for the year, as well as the overall performance of our company. In 2006, between 70% and 80% of the bonus potential for executive officers was based on the achievement of company-wide goals and between 20% and 30% of the bonus potential was based on the achievement of goals specifically set for each officer. In 2006, bonuses for our company's Named Executive Officers ranged from 25% to 54.5% of base salary.

The Chief Executive Officer makes recommendations to the Compensation Committee for our company-wide performance goals and the bonus goals and weighting for the Chief Financial Officer and the Senior Vice President. The Chief Executive Officer also provides the Committee with his assessment of the performance of each of these executives against the respective bonus goals and proposed bonus payout. When determining the bonus structure and goals and the bonus payout for these executive officers, the Compensation Committee, while considering the recommendations of the Chief Executive Officer, makes the final determination based on the executive officer's performance, and that of the department which he led during the year relative to the performance-based goals. The determination of the bonus earned is generally made within the first two months after the end of the fiscal year, allowing time to assess the achievement of the bonus goals. On occasion, additional bonuses in excess of those calculated to have been earned have been given by the Compensation Committee in recognition of exceptional performance. As described below, in 2006, the Chief Financial Officer set the compensation of the Controller. Going forward, it is expected that the Chief Financial Officer will recommend performance and bonus goals, including their respective weightings, for the Controller, and be responsible for making a recommendation to the Compensation Committee regarding the compensation of the Controller based on his assessment of the Controller's performance against these goals.

Long-Term Incentives. Incentive compensation in the form of stock options and restricted stock is designed to provide long-term incentives to executive officers and other employees, to encourage the executive officers and other employees to remain with Bruker BioSciences and to enable recipients to develop and maintain a long-term stock ownership position in the common stock, which in turn motivates the recipient to focus on long-term enhancement in stockholder value. Bruker BioSciences' Amended and Restated 2000 Stock Option Plan, administered by the Compensation Committee, is the vehicle for the granting of stock options and restricted stock. Prior to 2005, incentive stock options and non-qualified stock options were the only form of equity compensation granted. The Board and the

Compensation Committee selected this form of equity compensation because it aligned the interests of employees to those of the stockholders and also because of accounting and tax treatments of such awards. Beginning in 2006, the accounting treatment for stock options changed as a result of Statement of Financial Accounting Standards No. 123(R) and, in 2006, the Compensation Committee began granting U.S. employees shares of restricted stock. Our company evaluates the efficacy of its long-term incentive compensation on an ongoing basis, and may from time to time provide input and recommendations to the Compensation Committee with regard to the optimal form and extent of equity incentives to be granted to employees, including the Named Executive Officers.

While generally granted on an annual basis, all options and restricted stock grants are discretionary and may be granted by the Compensation Committee at any time. Our company does not embrace performance-vesting, meaning that individual vesting is not based upon the achievement of any specific goals or objectives. The Compensation Committee does, however, consider the individual and company's performance in determining the total and individual equity awards. The Compensation Committee determined that equity compensation awards to executives and all other employees should be based upon the economic value of the grant award and should be considered part of the overall targeted compensation. In making specific grants to executives, the Compensation Committee evaluates each executive officer's total equity compensation package. The Compensation Committee generally reviews the option and restricted stock holdings of each of the executive officers, including vesting and exercise price and the then current value of such options or restricted stock. We consider equity compensation to be an integral part of a competitive executive compensation package, a way to reinforce the individual's commitment to Bruker BioSciences and an important mechanism to align the interests of management with those of Bruker BioSciences' stockholders. Annual grants are generally made in January or February of each year.

Chief Executive Officer Compensation

Annual Base Salary. Dr. Frank Laukien's base salary, which is subject to annual review and increase by the Compensation Committee, was \$295,000 for the year ended December 31, 2006. The Compensation Committee has set Frank Laukien's base salary for 2007 at \$306,800.

Annual Cash Incentive Award. The amount of Frank Laukien's bonus is determined annually by the Compensation Committee. Frank Laukien's target bonus pool was \$150,000 for 2006. The formula for determining the amount of Frank Laukien's bonus for 2006 included a mix of quantitative factors, which represented 70% of his bonus potential, and qualitative factors, which represented 30% of his bonus potential. Quantitative factors included, among others, revenue growth, gross profit margin improvement, achieving an increase in earnings per share and reducing the working capital ratio. Qualitative factors included, among other things, developing the senior management teams of Bruker BioSciences, Bruker AXS and Bruker Daltonics, implementing a formal review process for Bruker BioSciences' senior management, identifying and developing new market and new product opportunities, and developing and implementing a three-year strategic plan for Bruker BioSciences. Frank Laukien's bonus for the fiscal year ended December 31, 2006 was determined by the Compensation Committee to be \$250,000, including 100% of the \$150,000 target amount based on Frank Laukien's achievement of target objectives, and an additional \$100,000 for outstanding performance in excess of plan. The Compensation Committee has not established a specific set of performance targets for 2007.

Long-Term Incentives. During 2006, Frank Laukien was granted 33,250 shares of restricted common stock under the Amended and Restated 2000 Stock Option Plan. The shares granted to Frank Laukien vest annually over five years, with twenty percent vesting each year on the anniversary of the grant. Through his ownership of our common stock and options to purchase common stock, Frank Laukien's pecuniary interests are closely aligned with those of our stockholders.

Other Named Executive Officer Compensation

William J. Knight

Mr. Knight's base salary for 2006 was \$250,000, with a bonus target of \$60,000. The formula for determining the amount of Mr. Knight's bonus is determined annually by the Compensation Committee and each year his performance and Bruker BioSciences' performance are measured against pre-established goals. The formula for determining the amount of Mr. Knight's bonus for the fiscal year ended December 31, 2006 was based on a mix of quantitative factors, which represented 70% of his bonus potential, and qualitative factors, which represented 30% of his bonus potential. Quantitative factors considered included, among others, revenue growth, gross profit margin improvement, achieving an increase in earnings per share and reducing the working capital ratio. Qualitative factors included, among other things, the successful integration of financial reporting functions of Bruker Optics and growth in cash flows leading to corresponding debt reduction. Mr. Knight's bonus for the fiscal year ended December 31, 2006 was determined by the Compensation Committee to be \$100,000, including 100% of the \$60,000 target amount based on Mr. Knight's achievement of target objectives, and an additional \$40,000 for outstanding performance in excess of plan. The Compensation Committee has set Mr. Knight's base salary for 2007 at \$260,000 and approved a 2007 bonus target of \$85,000.

During 2006, Mr. Knight was granted 8,350 shares of restricted common stock under the Amended and Restated 2000 Stock Option Plan. The shares granted to Mr. Knight vest annually over five years, with twenty percent vesting each year on the anniversary of the grant.

Dirk D. Laukien

Dr. Dirk Laukien joined Bruker BioSciences as its Senior Vice President in July 2006, in connection with the acquisition of Bruker Optics. Following the acquisition of Bruker Optics, our company set Dirk Laukien's annual base salary at \$250,000. Of this \$250,000 annual base salary, the Company paid Dirk Laukien \$125,000 for his services from July 1, 2006 through December 31, 2006. The Compensation Committee has set Dirk Laukien's base salary for 2007 at \$260,000. Dirk Laukien also received a \$2.5 million one-time success fee payment from Bruker Optics immediately prior to the closing of our acquisition of Bruker Optics. The Compensation Committee has not established a specific set of performance targets for Dirk Laukien's 2007 annual cash incentive award.

In connection with the acquisition of Bruker Optics, Dirk Laukien was awarded 500,000 shares of restricted common stock under the Amended and Restated 2000 Stock Option Plan. The shares granted to Dirk Laukien vest annually over five years, with twenty percent vesting each year on the anniversary of the grant.

Brian P. Monahan

Mr. Monahan's base salary for 2006 was \$165,000, with a bonus target of \$35,000. The formula for determining the amount of Mr. Monahan's bonus has historically been determined annually by the Chief Financial Officer and each year Mr. Monahan's performance and the performance of Bruker BioSciences and Bruker Daltonics are measured against pre-established goals. The formula for determining the amount of Mr. Monahan's bonus for the fiscal year ended December 31, 2006 was based on a mix of quantitative factors, which represented 80% of his bonus potential, and qualitative factors, which represented 20% of his bonus potential. Quantitative factors were weighted evenly against the performance of Bruker BioSciences and Bruker Daltonics and included, among others, revenue growth, gross profit margin improvement, achieving an increase in earnings per share and reducing the working capital ratio. Qualitative factors included, among other things, the successful implementation of a new integrated accounting system and a reduction in our company's financial closing cycle. Mr. Monahan's bonus for the fiscal year ended December 31, 2006 was determined by the Chief Financial Officer to be \$41,472, including 100% of the \$35,000 target amount based on

Mr. Monahan's achievement of target objectives, and an additional \$6,472 for outstanding performance in excess of plan. Mr. Monahan's base salary for 2007 has been set at \$180,000. In recommending Mr. Monahan's base salary, the Chief Financial Officer reviewed salaries paid to executives in comparable positions at our U.S. subsidiaries and affiliates. The increase in Mr. Monahan's salary also reflects his promotion to Executive Vice President of Bruker Daltonics. The Chief Financial Officer has recommended and the Compensation Committee has approved a 2007 bonus target for Mr. Monahan of \$30,000.

During 2006, Mr. Monahan was granted 5,000 shares of restricted common stock under the Amended and Restated 2000 Stock Option Plan. The shares granted to Mr. Monahan vest annually over five years, with twenty percent vesting each year on the anniversary of the grant.

Executive Benefits

In 2006, our Named Executive Officers were eligible for the same level and offering of benefits made available to other employees, including our company's 401(k) plan and welfare benefit programs.

Employment Contracts, Termination of Employment and Change in Control Arrangements

Although Bruker BioSciences does not currently have an employment agreement with any of its executive officers, it did issue a letter offering employment to William J. Knight, our Chief Financial Officer. Under the terms of the offer letter, Mr. Knight is entitled to a continuation of salary and benefits for a period of three months in the event his employment is terminated within twelve months of a sale of all or substantially all of our business to a third party.

Under the terms of the awards of options and restricted common stock under the Amended and Restated 2000 Stock Option Plan, unvested amounts are forfeited if the grantee's employment or business relationship with our company is terminated for any reason, other than in the event of death or disability. The board of directors does, however, have the power and the right to accelerate vesting of any and all unvested amounts in the event of a change in control of Bruker BioSciences.

Section 162(m) Limitations

Section 162(m) of the U.S. Internal Revenue Code limits the tax deductibility by a corporation of compensation in excess of \$1,000,000 paid to the Chief Executive Officer and any other of its four most highly compensated executive officers. However, compensation which qualifies as "performance based" is excluded from the \$1,000,000 limit if, among other requirements, the compensation is payable only upon attainment of pre-established, objective performance goals under a plan approved by stockholders.

The Compensation Committee does not presently expect total cash compensation payable for salaries to exceed the \$1,000,000 limit for any individual executive. Having considered the requirements of Section 162(m), the Compensation Committee believes that stock option grants to date meet the requirement that such grants be "performance based" and are, therefore, exempt from the limitations on deductibility. The Compensation Committee will continue to monitor the compensation levels potentially payable under Bruker BioSciences' cash compensation programs, but intends to retain the flexibility necessary to provide total cash compensation in line with competitive practice, our compensation philosophy and Bruker BioSciences' best interests.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K, promulgated under the Securities Act of 1933, as amended. Based on such review and discussions, the Compensation Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in our Annual Report filed on Form 10-K and our 2007 Proxy Statement on Schedule 14A.

Submitted by the Compensation Committee of Bruker BioSciences' Board of Directors.

William A. Linton, Chairman
Daniel S. Dross
Richard D. Kniss

**COMPENSATION COMMITTEE INTERLOCKS
AND INSIDER PARTICIPATION**

Messrs. Dross, Kniss and Linton serve as members of the Compensation Committee. Messrs. Dross, Kniss and Linton were not officers or employees of Bruker BioSciences or any of our subsidiaries during fiscal year 2006.

SUMMARY OF EXECUTIVE COMPENSATION

The following table summarizes the compensation earned by the President, Chief Executive Officer and Chairman and Bruker BioSciences' other executive officers who earned salary and bonus in excess of \$100,000 for the year ended December 31, 2006 (the "Named Executive Officers") for services rendered during 2006.

2006 Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus	Stock Awards(1)	Option Awards(1)	All Other Compensation	Total
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(j)
Frank H. Laukien Chairman, President and Chief Executive Officer	2006	\$ 295,000	\$ 250,000	\$ 33,250	\$ 36,430	\$ 11,760(2)	\$ 626,440
William J. Knight Chief Financial Officer and Treasurer	2006	\$ 250,000	\$ 100,000	\$ 8,350	\$ 79,139		\$ 437,489
Dirk D. Laukien Senior Vice President, President of Bruker Optics	2006	\$ 125,000(3)		\$ 264,500		\$ 2,513,200(4)	\$ 2,902,700
Brian P. Monahan Corporate Controller, Executive Vice President of Bruker Daltonics	2006	\$ 165,000	\$ 41,472	\$ 5,000			\$ 211,472

- (1) The amounts in columns (e) and (f) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with FAS 123R, of awards pursuant to our Amended and Restated 2000 Stock Option Plan and may include amounts from awards granted both in and prior to 2006. Assumptions used in the calculation of these amounts are included in Notes 2 and 15 to our audited financial statements for the fiscal year ended December 31, 2006 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2007. As required, the amounts shown exclude the impact of any estimated forfeitures related to service-based vesting conditions. The actual amount realized by the director will likely vary based on a number of factors, including our company's performance, stock price fluctuations and applicable vesting.
- (2) Includes a \$6,600 matching contribution and a \$5,160 profit sharing contribution made by our company to the 401(k) plan for the benefit of Dr. Frank Laukien.
- (3) Dr. Dirk Laukien joined our company on July 1, 2006 in connection with the acquisition of Bruker Optics Inc. Accordingly, his salary includes only amounts paid by our company for Dr. Laukien's service from July 1, 2006 through December 31, 2006.
- (4) In connection with the acquisition of Bruker Optics in July 2006, Dr. Dirk Laukien received a one-time success fee payment of \$2.5 million. The amount reported also includes a \$6,600 matching contribution and a \$6,600 profit sharing contribution made by our company to the 401(k) plan for the benefit of Dr. Dirk Laukien.

2006 Grants Of Plan-Based Awards

The following table sets forth certain information with respect to individual grants of plan-based awards to the named executive officers during the fiscal year ended December 31, 2006.

All other Stock Awards:			
Name	Grant Date	Number of Shares of Stock	Grant Date Fair Value of Stock and Option Awards
Frank H. Laukien	1/5/2006	33,250	\$ 166,250
William J. Knight	1/5/2006	8,350	\$ 41,750
Dirk D. Laukien	7/1/2006	500,000	\$ 2,645,000
Brian P. Monahan	1/5/2006	5,000	\$ 25,000

The Compensation Committee authorized grants of restricted common stock as long-term incentive compensation to each of the Chief Executive Officer, Chief Financial Officer and Controller on January 5, 2006. The awards to each of these officers vest in five equal annual installments on the anniversary of the grant date, beginning on January 5, 2007. Dr. Dirk Laukien was granted 500,000 shares of restricted common stock as long-term incentive compensation upon joining our company as Senior Vice President on July 1, 2006. The grant to Dr. Dirk Laukien vests in five equal annual installments on the anniversary of the grant date, beginning on July 1, 2007.

Outstanding Equity Awards At December 31, 2006

The following table provides information concerning unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officer outstanding as of the end of our most recently completed fiscal year. Each outstanding award is represented by a separate row which indicates the number of securities underlying the award, including awards that have been transferred other than for value (if any).

For option awards, the table discloses the exercise price and the expiration date. For stock awards, the table provides the total number of shares of stock that have not vested and the aggregate market value of shares of stock that have not vested.

We computed the market value of stock awards by multiplying the closing market price of our stock at the end of the most recently completed fiscal year by the number of shares or units of stock or the amount of equity incentive plan awards, respectively.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares of Stock that have not Vested	Market Value of Shares of Stock that have not Vested
					33,250(1)\$	249,708
	100,000	0	\$ 6.20	09/04/07		
	37,500	12,500(2)	\$ 4.49	06/05/08		
Frank H. Laukien	100,000		\$ 5.71	04/29/09		
William J. Knight	50,000	75,000(3)	\$ 3.16	10/25/14	8,350(4)\$	62,709
	2,500		\$ 5.28	04/26/14		
Brian P. Monahan	5,250		\$ 4.87	06/30/14	5,000(4)\$	37,550
Dirk D. Laukien					500,000(5)\$	3,755,000

(1) Shares vest in five equal annual installments on the anniversary of the grant date, beginning January 5, 2007.

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- (2) Options vest in four equal annual installments on the anniversary of the grant date, beginning June 6, 2004.
- (3) Options vest in five equal annual installments on the anniversary of the grant date, beginning October 25, 2005.
- (4) Shares vest in five equal installments on the anniversary of the grant date, beginning January 5, 2007.
- (5) Shares vest in five equal installments on the anniversary of the grant date, beginning July 1, 2007.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the common stock as of December 5, 2007 and as of immediately following the closing of the transactions (i) by each person who is known by Bruker BioSciences to own beneficially more than 5% of the common stock, (ii) by each of Bruker BioSciences' directors, (iii) by each named executive officer of Bruker BioSciences, as defined in "Summary of Executive Compensation," and (iv) by all directors and executive officers who served as directors or named executive officers as of December 5, 2007 as a group. Unless otherwise noted, the address of each beneficial owner is c/o Bruker BioSciences Corporation, 40 Manning Road, Billerica, Massachusetts 01821.

Beneficial Owners	Amount and Nature of Beneficial Ownership(1)		Percent of Class(1)	
	Before the Combination	After the Combination	Before the Combination	After the Combination
<i>Directors and Officers</i>				
Frank H. Laukien(2)	19,547,838	30,237,501	18.5%	18.5%
William J. Knight(3)	133,350	133,350	*	*
Dirk D. Laukien(4)	11,476,483	22,266,147	10.9%	13.6%
Brian P. Monahan(5)	12,750	12,750	*	*
Joerg C. Laukien(6)	9,119,208	19,902,832	8.6%	12.2%
Markgrafenstrasse 34 76530 Baden-Baden Germany				
Brenda J. Furlong(7)	1,000	1,000	*	*
19 Ocean Street Manchester-by-the-Sea, MA 01944				
Collin J. D'Silva(8)	24,250	24,250	*	*
c/o Transgenomic, Inc. 2032 Concourse Drive San Jose, CA 95131				
William A. Linton(9)	24,250	24,250	*	*
c/o Promega Corporation 2800 Woods Hollow Road Madison, Wisconsin 53711				
Richard M. Stein(10)	13,599	13,599	*	*
c/o Nixon Peabody LLP 100 Summer Street Boston, Massachusetts 02110				
Bernhard Wangler(11)	24,710	24,710	*	*
Kriegsstr. 133 76135 Karlsruhe, Germany				
Richard Kniss(12)	48,776	48,776	*	*
1985 Cowper Street Palo Alto, California 94301				

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Wolf-Dieter Emmerich R. Harbigstrasse 22 D-95100 Selb Germany			*	*
Richard A. Packer(13) 9 Kendall Drive Westborough, MA 01581	4,000	4,000	*	*
Daniel S. Dross(14) 4433 McFarlin Boulevard Dallas, Texas 75205	17,150	17,150	*	*
All executive officers and directors as a group (13 persons)	40,447,364	72,590,315	38.2%	44.4%
<i>5% Beneficial Owners</i>				
Isolde Laukien-Kleiner(15) Silberstreifen 8 D-76287 Rheinstetten Germany	7,183,472	21,569,690	6.8%	13.2%
Marc M. Laukien(16) 809 Harbour Isles Court N. Palm Beach, Florida 33410	7,693,177	18,482,841	7.3%	11