

# BRUKER CORPORATION GLOBAL BUSINESS CONDUCT POLICIES

## Innovation with Integrity

<b>Our Mission (what we believe in)</b>	Our high-performance scientific instruments, analytical & diagnostic solutions, and comprehensive support enable the discoveries and innovation of our customers, and drive their productivity and success.
<b>Purpose</b>	We contribute meaningfully to the health, prosperity and safety of our society at large.
<b>Values</b>	We value integrity, respect and trust. Ethical behavior, equal opportunity and compliance are at the heart of our business
<b>Culture</b>	We foster a dynamic, high-performance culture in a friendly, non-political, unbureaucratic and supportive environment for our colleagues and their families. We encourage clear and direct communication.

## Who We Are

### Excellence

We strive for excellence and sustainability in everything we do. We continuously improve our business performance

### Customer Success

We are passionate about what we do and the success of our customers.

### Integrity

We build trust and enduring relationships with customers, partners and colleagues in a positive team environment

### Commitment

We are accountable for results and meet our commitments

### Innovation

Through product and business innovation, we lead our markets and enable our customers to shape their fields.

### People

We promote an environment where committed and high-performance people want to contribute and succeed.

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## **CONFLICT OF INTEREST**

### **Positions or Relationships**

Bruker's employees are often acknowledged experts in their professions. As such, their talents may be in demand outside of Bruker. All employees of Bruker, which throughout this policy includes its direct and indirect subsidiaries, should avoid material conflicts of interest between their obligation to Bruker and their personal affairs. Accordingly, unless disclosed in advance and reviewed as described later in this section, no Bruker employee shall have a material, undisclosed economic interest in, or position or relationship with, any person or entity, with which Bruker does business or competes, as this might significantly influence or appear to influence his/her actions on behalf of Bruker.

An individual pursuit that might possibly create a conflict with Bruker's current or future business also must be fully disclosed and reviewed. It is therefore your responsibility to consult, in advance and on a periodic basis, with your management to determine whether your activity will compete with any actual or potential businesses of Bruker.

Bruker employees should also not accept advisory positions, including board seats, with companies which compete with Bruker or with Bruker agents and business partners as such relationships may cause or appear to cause a conflict of interest.

Certain situations may arise in which Bruker's best interests warrant an exception to this policy. Such situations, however, must be fully disclosed to, and subject to review by, a Bruker corporate officer or an appropriate Division or Group senior executive in advance. In the case of a corporate officer, the situation must be fully disclosed in advance and is subject to review by the Board of Directors.

### **SENSITIVE PAYMENTS**

Employees are strictly prohibited from paying or bestowing anything of value in the form of money, gifts, gratuities or favors to or upon any person, government official, political organization or business entity with the intent of causing the recipient to illegally influence any transaction for the benefit of Bruker or any of its associates. This prohibition includes any payments, as defined above, made by any third party on behalf of Bruker or any of its associates.

Bruker does not conduct business through the use of bribes, kickbacks, excessive, lavish or

overly frequent entertainment or any other improper payment or favors. All employees and representatives of Bruker should understand the legal and ethical issues associated with both giving and receiving gifts and entertainment, and how such activities can affect our reputation and relationships with our customers, suppliers and the general public. No employee should, as part of their business activity, accept any gift or money or other thing of material value other than advertising, promotional, or goodwill gifts having a clearly nominal value: i.e., ballpoint pens, tie clips, occasional (typically meaning only once a year) tickets to sporting or entertainment events, and the like. Other gifts, if received, should either be returned or donated to charity, and must, without exception, be fully disclosed in writing to the next level of management, and an appropriate explanation of our policy should be made to the donor.

Under no circumstances should any Bruker employee, agent or affiliate ever provide or receive a gift of cash or cash equivalent in any amount.

Entertainment of or by employees is not prohibited, provided it is clearly related to the conduct of Bruker's business and is appropriate in both scope and cost. Entertainment shall never be entered into if it could unduly influence or compromise an employee of Bruker or an employee of any other company or institution. Entertainment shall be used primarily to provide a favorable, relaxed "business away from business" atmosphere in which to conduct Bruker's business. Examples of appropriate entertainment include normal business meals and trips to Bruker's or a supplier's facilities for training purposes. Occasionally (typically meaning only once a year), attendance at a sporting or theatrical event, or a game of golf, tennis, or other sporting activity, is appropriate, provided, in all cases, that the business contact is present.

Special and more stringent gift and entertainment rules apply to government employees. Employees shall not offer or give any gift or gratuity, including business meals or entertainment, to any government employee where illegal or prohibited by applicable law or regulation. Since government regulations vary significantly from country to country, knowledge of these regulations in advance is required.

Furthermore, employees shall not offer or give, directly or indirectly, anything to a government employee who is a procurement official or who performs a procurement function except: (a) beverages at a business meeting, (b) light snacks for a business meeting where government employees in travel status are in attendance, and (c) promotional items displaying the Bruker logo and having a truly nominal value, such as pens or coffee mugs. Any exceptions must be approved in writing by the Chief Financial Officer.

**Guidelines for gifts and entertainment:**

- The gift or entertainment must be in compliance with the laws, regulations, policies and standards of conduct of the organization employing the recipient and the country in which the recipient operates;
- The gift or entertainment must only be given occasionally (typically meaning only once a year). Frequent gifts and/or entertainment, no matter how immaterial individually or in aggregate, may create the appearance of impropriety and are prohibited;

- The gift or entertainment must be unsolicited by the recipient;
- Bruker employees must be present at the entertainment event;
- By providing the gift or entertainment, the appearance of undue influence is not created;
- By providing the gift or entertainment an obligation is not created or implied which may cause the recipient to act in a manner contrary to his/her responsibilities;
- Public disclosure of the gift or entertainment would not reflect adversely on Bruker or the recipient's company;
- The gift or entertainment must be given openly; and,
- The gift or entertainment is accurately reflected in Bruker's books and records in a timely manner.

This prohibition extends to facilitation payments. Bruker policy prohibits facilitation payments, which are also known as "speed" or "grease" payments. Any employee who engages in any such activity will be subject to discipline, up to and including termination of employment.

### **ARTIFICIAL ENTRIES**

No fund shall be created or maintained for any purpose which is not properly reflected in the books and records. No false or artificial entries shall be made in the books or records of Bruker or its subsidiaries for any reason, and no employee shall engage in any arrangement that results in such a prohibited act.

### **FALSIFIED RECORDS**

No payment on behalf of Bruker shall be approved or made with the intention or understanding that any part of such payment is to be used for a purpose other than that described by the documents supporting the payment and as recorded in the accounting records of Bruker.

Under no circumstances should accounting transactions be described and/or recorded in such a manner so as to be intentionally vague or misleading as to the true intent of the transaction. All accounting transactions must be made in accordance with accepted accounting practice applied on a consistent basis.

### **TRADE SECRETS AND CONFIDENTIAL INFORMATION**

Certain information about Bruker's products, marketing plans, finances and other aspects of the business must remain confidential. All employees are expected to respect that confidentiality, both during and after employment by Bruker. Any questions about the confidentiality of information should be raised with a person of proper authority prior to disclosure.

From time to time, persons outside Bruker will choose to disclose information to us which is confidential or proprietary to them. Such information should not be accepted without a proper

authorization and a written agreement, approved by an authorized signatory, stating Bruker's obligations with respect to that information.

## **INSIDER INFORMATION**

Bruker's employees shall not use "Insider Information" for the purpose of making a profit for themselves or any other person or entity, nor pass such information on to outsiders for such purpose. "Insider Information" is that information about Bruker, its financial affairs, new product introductions, and other activities which has not been disclosed to the public. Misuse of insider information is often associated with purchase or sale of Bruker's stock or options, and is covered by Bruker's insider trading policy, but can extend to other areas as well, such as real estate values in an area of proposed expansion and possible effects on the stock of suppliers or competitors.

Officers or employees with access to material non-public financial data should not, nor should any member of their immediate family, buy or sell Bruker stock without prior consultation with Bruker's Chief Financial Officer.

If you have any question on what constitutes material non-public information, it is your obligation to consult with Bruker's legal counsel or Chief Financial Officer to get clarity.



## **POLITICAL CONTRIBUTIONS**

Although political contributions may be lawful both domestically and abroad under certain circumstances, no political contribution should be made on behalf of Bruker unless specifically approved in writing by the Chief Executive Officer of Bruker. This includes contributions of money or other assets to any political candidate or in support of any political issue. Time spent by an employee on political activity during working hours, or the use of Bruker assets for political purposes, constitutes a political contribution. Occasional (typically meaning only once a year) visits to a Bruker facility by elected officials or candidates for elective office are permitted if approved by a corporate officer or a senior Division or Group executive.

## **CHARITABLE CONTRIBUTIONS**

Bruker is committed to responsible corporate citizenship and helping improve the quality of life in communities where our employees live and work. Bruker's position on charitable contributions applies to company sponsored and funded contributions to legally established charities only. Bruker's position in no way prohibits any Bruker employee from exercising their personal choice and contributing their own funds or resources to a charity of their choice. Charitable contributions on behalf of Bruker, or time spent by an employee on charity during working hours, must be fully disclosed to the employee's supervisor, or the next level of management.

A charitable contribution is a donation that is philanthropic in nature and is provided to a non-profit organization. It is Bruker policy that Bruker will make charitable contributions or donations only to tax exempt organizations with an appropriate government tax-exempt status. All requests for charitable contributions and/or donations must conform to this policy and be submitted to the most senior financial leader of your Group.

Employees should not submit requests that, if processed, could influence or appear to influence the business judgment of our business partners. Employees should not submit requests that, if processed, would benefit government officials or their indirect interests.



## COMPETITION

It is Bruker's policy to compete vigorously in the marketplace. This includes observance of the antitrust laws of the United States and the foreign jurisdictions in which we do business. The consequences of antitrust violations can be severe, including not only costly litigation, but also criminal sanctions including fines and jail sentences for individuals. Application of the antitrust laws is often difficult and highly dependent on each factual situation. Nevertheless, certain broad guidelines can be established as an aid to avoiding inadvertent misconduct. In any situation where doubt exists, an employee should consult with legal counsel, a corporate officer or a senior Division or Group executive before embarking on any course of action.

### **Agreements in Restraint of Trade**

Section 1 of the Sherman Act, or similar laws existing in Europe, Japan and elsewhere, make illegal contracts, combinations or conspiracies that restrain trade. These include price fixing or agreements to divide markets or customers. Violations can be shown by less than formal or written contracts. Thus, any contract with competitors concerning prices, terms of sale, territories, or related matters must be avoided. Employees should understand that entirely innocent meetings with competitors on a casual basis, without discussion of any prohibited subjects, can later be used in a damaging fashion. Under no circumstances can an employee discuss pricing or other sensitive matters with competitors. If such a subject should come up at a meeting with competitors, it is essential to leave the meeting immediately. It is not sufficient to remain and not participate.

### **Robinson-Patman Act Price Discrimination**

The US Robinson-Patman Act and similar international laws prohibit or may prohibit a seller from discriminating in price or terms of sale for goods of like grade and quality if the result may be to restrict competition. There are defenses, the principal ones being cost justification

for the price difference and a bona fide attempt to meet a competitor's price to a particular customer. However, the question of pricing discrimination should be carefully reviewed with a corporate officer, legal counsel or a senior Division or Group executive before any potentially discriminatory discounting policies or practices are instituted.

### **Section 5 of the Federal Trade Commission Act**

This section is very broadly written and authorizes the Federal Trade Commission to bring actions to enjoin "Unfair Trade Practices". These can include, among other things, disparaging or misrepresenting a competitive product. Such practices, of course, are not acceptable under Bruker's standards and are thus prohibited whether there is a risk of statutory violation or not.

### **General "Fair Play"**

As noted above, it is Bruker's policy to compete vigorously and fairly in the marketplace. Activities that are designed to inhibit legal competition, such as "sham bids" or bid-rigging, are strictly forbidden.

## **COMPLIANCE**

Any employee of Bruker who fails to comply with any of these policies may face varying levels of disciplinary action, including, without limitation, termination of employment.



## **DIVERSITY**

As a multi-national company committed to excellence, Bruker embraces diversity and measures all employees, vendors, agents and other associates based on the merit and quality of their contribution. We strive to create an inclusive culture that permits every one of our employees to feel empowered to achieve excellence. More than simply prohibiting discrimination, Bruker welcomes people of different ethnicity, gender, religion, age, sexual orientation, and appearance, as well as people with diverse opinions, perspectives, lifestyles, ideas, thinking and approach. Bruker understands that, as various ideas, concepts and approaches are shared, innovation and creativity are enhanced, making us a stronger company.

## **RELATIVES AND FRIENDS**

As an employee, you should avoid putting yourself in a position where your judgment and decision making could be improperly influenced by close personal or family relationships. In order to avoid an actual or perceived conflict of interest, it is not appropriate to:

- Supervise someone with whom you have a close personal, romantic or familial relationship;

- Place colleagues who have a romantic or family connection in a reporting relationship;
- Be involved (other than by referring the potential employee as described below) in hiring someone with whom you have a romantic or close familial relationship;
- Participate in the selection or relationship management of a business partner if the firm employs someone with whom you have a close personal, romantic or familial relationship; or
- Participate in the performance appraisal, salary structure, promotion, work assignment or other working condition of an employee with whom you have a close personal, romantic or familial relationship.

If there is a close familial relationship at Bruker that is due to business necessity and separating the familial reporting lines is not possible, an alternative supervisor will be designated to direct the employee, conduct performance reviews and make any of the major job or compensation decisions for the family member with the lower level of authority. This is to avoid any undue pressure or appearance of pressure on an intermediate manager to whom the lower tiered family member is reporting. In addition, if a Bruker employee is involved in a hiring process in which a potential employee is a person with whom the existing employee has a close personal, romantic or familial relationship, the existing employee shall not make the decision, or be part of making the decision, in the hiring process. Any information concerning such existing or potential relationships will be disclosed in an appropriate manner to both an employee's immediate supervisor and the Human Resources Department and will be monitored periodically by Bruker's Internal Audit Department.

Bruker employees should also avoid knowingly putting themselves in an undisclosed position where the material financial or economic interests of a personal friend or relative may be perceived as having an improper influence upon their decision making. A conflict of interest may exist if the relationship of a Bruker employee with such a person influences or appears to influence decision making in favor of such person to the actual or perceived detriment of Bruker. If a Bruker employee becomes aware of such an appearance of a conflict, then the Bruker employee must disclose it to Bruker in reasonable detail to allow Bruker to assess the situation.

While "economic interest" may arise from something such as a material investment by a Bruker employee in an entity engaged in doing business with Bruker, it may also arise as a result of things such as a loan made by a friend of a Bruker employee to a company engaged in doing business with Bruker, or an ownership interest by such a friend in an entity engaged in doing business with Bruker.

Close relatives include a spouse, domestic partner, child, mother, father, spouse or domestic partner of mother or father, aunt, uncle, nephew, brother, sister, mother-in-law, father-in-law, son-in-law, daughter-in-law, sister-in-law, brother-in-law, grandparent, grandchild or step, adoptive and foster relationships or an individual that resides in your home.

## **DRUG AND ALCOHOL FREE WORKPLACE**

At Bruker, we believe that the maintenance of a drug and alcohol-free workplace is essential to the safety and well-being of all of us.

The use of drugs and alcohol has been shown to have an adverse effect on employee safety, productivity, quality of life, and morale. The use or possession of illegal drugs or other controlled substances in the workplace or being under the influence of these substances or alcohol on the job and during working hours is strictly prohibited.

Bruker may decide from time to time to sponsor events where management may approve the serving of alcoholic beverages. In such cases, all applicable laws must be adhered to. In addition, in all cases, standards of professional behavior are expected of every Bruker employee and associate and must be observed. Excessive drinking or intoxication at any such event is prohibited.

## **HARASSMENT**

Bruker strives to create an environment where every employee is treated with dignity and respect. Harassment or discrimination of any kind is not permitted.

It is Bruker's policy to maintain a workplace free of harassment of any kind. Harassment by fellow Bruker employees or by Bruker associates (customers, vendors, agents, consultants, contractors, distributors, lead finders or any other third party) is strictly prohibited. Any employee who engages in any form of harassment will be subject to discipline, up to and including termination of employment. Any associate who engages in harassment will be subject to disciplinary action, which may include termination of the associate's relationship with Bruker.

Retaliation against employees who, in good faith, report allegations of harassment or assist in investigating complaints of harassment is prohibited. Reports of suspected retaliation should be made to the employee's supervisor, a Human Resources representative, or the Bruker ethics hotline.

Bruker also prohibits discrimination in its hiring and promotion policies. Bruker will, however, comply with any applicable national security laws and requirements which may govern hiring of individuals for sensitive government contracts, including any security clearance and similar considerations arising in connection therewith.

## **SEXUAL HARASSMENT**

Sexual harassment is unwelcome sexual conduct which makes the targeted person feel offended, humiliated and/or intimidated. It is Bruker's policy to maintain a workplace free of harassment of any kind, including sexual harassment.

Sexual harassment takes various forms. It may involve unwelcome touching, hugging or

kissing; staring; comments or jokes of a suggestive or sexual nature; sexually explicit pictures, screen savers, posters or other items; unwanted invitations to go out on dates or requests for sex; intrusive questions about an employee's private life or physical person; unnecessary familiarity; insults or taunts based on one's sex; sexually explicit messages, pictures, or objects transmitted in any fashion, including email, SMS message, or other media; accessing sexually explicit internet sites; promising or giving the employee a reward if the employee complies with a sexually-oriented request; threatening to retaliate or retaliating against the employee if the employee does not comply with a sexually-oriented request.

Behavior which would also be an offense under law, such as physical assault, indecent exposure, sexual assault, stalking or obscene communications, also constitutes sexual harassment and is prohibited.

Sexual harassment is not sexual interaction, flirtation, attraction or friendship which is invited, mutual, consensual or reciprocated. Sexual harassment consists of behavior which:

- Is unwelcome or unwanted,
- Is of a sexual nature, or
- Is such that a reasonable person would know or should know that such actions would be unwelcome or unwanted and that the targeted person would be offended, humiliated and/or intimidated.

Unwelcome behavior need not be repeated or continuous to constitute harassment: A single incident can amount to sexual harassment.



## **ACCEPTABLE USE**

Bruker is committed to complying with applicable laws and government guidelines governing information technology and social media. Accordingly, Bruker prohibits the use of the Bruker IT assets, including networks, equipment, support personnel and software, in any manner which might violate applicable laws and government guidelines, or which violate any elements of this Code. In addition, Bruker IT equipment should be utilized only for appropriate websites.

All email that is processed through a Bruker mail server is considered to be the property of Bruker and must comply with all aspects of this Code of Conduct. Bruker retains the right to store, access and review any email processed through Bruker servers if and as required. However, such reviews may only occur following the written approval of Bruker Executive Officers.

## **PROTECTING PERSONAL INFORMATION**

Bruker protects the privacy and confidentiality of our employees' personal, medical, family and financial information by not disclosing such information to anyone, internally or externally, other than those with a business need or such information and where we are legally required or permitted to do so.

In order for Bruker to run our businesses, comply with legal requirements and administer benefits, it's necessary for Bruker to collect, store, use and share colleagues' personal information as appropriate. All information relating to employment candidates and the employment of employment history of any current or former colleagues is confidential, and is used only for relevant and appropriate business purposes.

We help protect employees' personal information in the following ways:

- Follow all applicable privacy laws and company privacy policies.
- Collect, use and process personal data only for legitimate business purposes.
- Protect the privacy and security of information entrusted to us.
- Never share employees' personal information with anyone either inside or outside of Bruker who does not have a business need to know it.



## **PROMOTING HONEST MARKETING PRACTICES**

Bruker shows pride in our products and services and understands the importance of accuracy and appropriate transparency in advertising and marketing.

Our customers are at the heart of everything we create. They trust our products and how we portray them. Bruker has to continue to earn that trust every day. We strive to maintain high ethical standards when marketing our products and services. We truthfully and accurately represent our products and avoid misleading impressions in our consumer-facing communications. Therefore, Bruker:

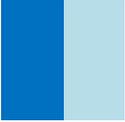
- Markets our products in a manner that is truthful and not misleading.
- Ensures that every claim in our marketing material is adequately substantiated as required by law.
- Complies with all laws and regulations.

## **GATHERING COMPETITIVE INTELLIGENCE**

To understand our global marketplace and advance our business objectives, Bruker believes it is important to understand our customers and the value proposition of our competitors.

Bruker is committed to pursuing innovative ideas that will move the company forward. Understanding our competition is increasingly important to compete in today's global marketplace, as we may develop strategies based on information about our competitors and their products. Bruker will always obtain and make use of this competitive intelligence legally and ethically. When gathering competitive intelligence, we act with integrity by:

- Using information from public sources such as published articles, public records and brochures offered by competitors at trade shows.
- Never misrepresenting ourselves or using illicit means to secure information
- Never seeking proprietary information about other companies from job applicants.
- Never accepting, sharing or using any information that may have been gathered improperly.



## Responsibility For Compliance

The Bruker Business Conduct Policy is solidly aligned and consistent with Bruker's values. "Innovation With Integrity" is far more than simply a slogan. It is what we believe in. If you have any questions on any part of this policy, you should consult with your manager or HR executive, who may forward your questions or concerns to Bruker's legal counsel, the Internal Audit function or the Chief Financial Officer

It is the responsibility of every Bruker employee to understand and to adhere to the Bruker Business Conduct Policy, and Bruker will take appropriate action for violations of the Policy.



## Certification

All Bruker employees are required to read the Bruker Code of Conduct and certify that they have read and agree to abide by the Bruker Code of Conduct policy.