



NEWS RELEASE

## Bruker Announces Pricing of Public Offering of \$600 Million of 6.375% Mandatory Convertible Preferred Stock

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BILLERICA, Mass.--(BUSINESS WIRE)-- **Bruker Corporation** ("Bruker") (Nasdaq: BRKR) today announced the pricing of its previously announced public offering of \$600.0 million of 6.375% Mandatory Convertible Preferred Stock, Series A, par value \$0.01 per share (the "Mandatory Convertible Preferred Stock"). Bruker has granted the underwriters a 30-day option to purchase up to an additional \$90.0 million of Mandatory Convertible Preferred Stock. The offering is expected to close on or about September 8, 2025, subject to customary closing conditions.

Bruker estimates that the net proceeds from this offering will be approximately \$582.0 million (or approximately \$669.5 million if the underwriters exercise their option to purchase Mandatory Convertible Preferred Stock in full), in each case after deducting the underwriting discounts and commissions and estimated offering expenses payable by Bruker. Bruker intends to use the net proceeds from this offering to strengthen the balance sheet and enhance strategic flexibility by repaying (i) its term loan due December 2026 in full, (ii) outstanding borrowings under its 2024 amended and restated revolving credit agreement in full, and (iii) a portion of its term loan due March 2027. If the underwriters exercise their option to purchase additional Mandatory Convertible Preferred Stock, Bruker intends to use the net proceeds from the sale of such additional Mandatory Convertible Preferred Stock for general corporate purposes, which may include further payments of outstanding indebtedness, funding working capital, capital expenditures, potential future acquisitions and investments, investments in or loans to its subsidiaries, share repurchases and dividends.

The aggregate number of shares of Mandatory Convertible Preferred Stock being sold in the offering is 2,400,000 (or 2,760,000 if the underwriters exercise their option in full). Each share of Mandatory Convertible Preferred Stock has a liquidation preference of \$250. Unless earlier converted at the option of the holders, each share of Mandatory Convertible Preferred Stock will automatically convert on September 1, 2028 (subject to postponement for certain



market disruption events) into a number of shares of Bruker's common stock determined based on the average volume-weighted average price per share of Bruker's common stock over the 20 consecutive trading day period beginning on, and including, the 21st scheduled trading day immediately preceding September 1, 2028. The minimum conversion rate is 6.9534 shares of Bruker's common stock, which is approximately equal to \$250 divided by the threshold appreciation price of approximately \$35.95, which represents a premium of approximately 22.5% over the last reported sale price of Bruker's common stock on September 3, 2025. The maximum conversion rate is 8.5179 shares of Bruker's common stock. Each of the minimum and maximum conversion rates is subject to certain anti-dilution adjustments.

Dividends on the Mandatory Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by Bruker's board of directors, at an annual rate of 6.375% on the liquidation preference of \$250 per share. If declared, these dividends will be paid in cash, or, subject to certain limitations, in shares of Bruker's common stock or in a combination of cash and shares of Bruker's common stock, at Bruker's election, on March 1, June 1, September 1 and December 1 of each year, commencing on December 1, 2025, and ending on, and including, September 1, 2028.

Bruker has applied to list the Mandatory Convertible Preferred Stock on the Nasdaq Global Select Market under the symbol "BRKRP."

J.P. Morgan and BofA Securities are acting as joint book-running managers for the offering and PNC Capital Markets LLC is acting as co-manager.

The offering is being made pursuant to an effective shelf registration statement on file with the U.S. Securities and Exchange Commission (the "SEC"). The offering is being made only by means of a prospectus supplement and the prospectus forming a part of that effective shelf registration statement. The prospectus supplement relating to the offering will be filed with the SEC and may be obtained, when available, by contacting J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by email at **prospectus-[eq\\_fi@jpmchase.com](mailto:eq_fi@jpmchase.com)** and **postsalemanualrequests@broadridge.com** or BofA Securities, Attention: Prospectus Department, NC1-022-02-25, 201 North Tryon Street, Charlotte, NC 28255-0001, or by email at **dg.prospectus\_requests@bofa.com**.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor is there any offer or sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## About Bruker Corporation

Bruker is enabling scientists and engineers to make breakthrough post-genomic discoveries and develop new applications that improve the quality of human life. Bruker's high-performance scientific instruments and high-value analytical and diagnostic solutions enable scientists to explore life and materials at molecular, cellular, and microscopic levels. In close cooperation with its customers, Bruker is enabling innovation, improved productivity, and customer success in post-genomic life science molecular and cell biology research, in applied and biopharma applications, in microscopy and nanoanalysis, as well as in industrial and cleantech research, and next-gen semiconductor metrology in support of AI. Bruker offers differentiated, high-value life science and diagnostics systems and solutions in preclinical imaging, clinical phenomics research, proteomics and multiomics, spatial and single-cell biology, functional structural and condensate biology, as well as in clinical microbiology and molecular diagnostics.

## Cautionary Statement Regarding Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. All statements, other than statements of historical fact, including statements regarding completion of the offering and the intended use of proceeds of such offering, are forward-looking in nature and are subject to risks, uncertainties and assumptions about Bruker and its business, including, without limitation, risks and uncertainties related to market conditions. Such forward-looking statements involve substantial risks and uncertainties that relate to future events and the actual results could differ significantly from those expressed or implied by the forward-looking statements. Any forward-looking statements are based on Bruker's current expectations, estimates and assumptions regarding future events and are applicable only as of the dates of such statements. Bruker makes no commitment to revise or update any forward-looking statements in order to reflect events or circumstances that may change, except as required by law. For further discussion of these and other risks and uncertainties, see Bruker's most recent Form 10-K and Form 10-Q filings with the SEC. Except as required by law, Bruker does not undertake any duty to update forward-looking statements to reflect events after the date of this press release. Readers are cautioned not to place undue reliance on forward-looking statements.

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