

# Corporate Governance

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## **Brucker Corporation** **Corporate Governance**

### DIRECTOR NOMINATIONS

#### **Nominating Committee**

##### Purpose of the Committee

The purpose of the Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Brucker Corporation (the "Corporation") is to assist the Board to identify and recruit individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board director nominees for election at the next annual meeting of shareholders, or for election by the Board to fill open seats between annual meetings.

##### Authority of the Committee

The Corporation's Board is responsible for selecting nominees and recommending them for election by the Corporation's stockholders. The Committee is responsible for planning a screening, interviewing and recruitment process to identify qualified and willing candidates for recommendation to the Board. It shall also be the task of the Committee to re-evaluate periodically such policies and guidelines, in consultation with the Chairman of the Board, for the purpose of suggesting amendments to them if appropriate. The Committee may

delegate authority to individuals or subcommittees, when appropriate.

If qualified and willing candidates for recommendation to the Board cannot be found from industry or other contacts of the Board members or of the Corporation's executive management, then the Committee has the authority to retain outside advisors, e.g., search firms, as it deems appropriate, and to approve the fees and expenses of such advisors.

#### Composition of the Committee

The Committee shall initially consist of three members, but the number of individuals on the Committee may be determined from time to time by resolution of the Board. The Chairman of the Committee shall typically be the Lead Director of the Board, or another Committee member elected by a majority of directors on the Committee. The members of the Committee shall meet the independence requirements contained in the applicable rules and regulations of the NASDAQ Global Select Market ("NASDAQ") and the Securities and Exchange Commission (the "SEC"), as in effect from time to time, and subject to exemptions and cure periods permitted by such rules. A majority of the members of the Committee shall constitute a quorum thereof. Typically, one of the three members of the Committee shall be the Lead Director of the Board; provided, however, that Committee members may be appointed by the Board from among its members, and may be removed by the Board at any time.

#### Advisors to the Committee

The Committee shall be assisted in the performance of its duties by at least two additional members of the Board (the "Committee Advisors"), with one Committee Advisor being the Chairman of the Board, and a second Committee Advisor being designated by the Chairman of the Board with the objective to provide input from major shareholders of the Corporation; provided, however, that Committee Advisors may be appointed by the Board from among its members and may be removed by the Board at any time. However, if at any time any member of the Board owns at least ten percent (10%) of the then issued and outstanding common stock of the

Corporation, such Board member shall automatically be one of the Committee Advisors. In addition to the specific consultation described herein, the Committee shall consult, as the Committee deems appropriate, with the Committee Advisors on matters relating to director nominee candidates and the screening process.

#### Meetings of the Committee

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but at least once a year prior to the Board's nomination of directors for election or reelection, as the case may be, at the Corporation's annual stockholder meeting. The Committee, in its discretion, may ask members of management or others, including the Committee Advisors or other members of the Board, to attend its meetings (or portions thereof) and to provide pertinent information, as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings, and provide copies of such minutes to the Board. In addition to meetings scheduled by the Committee, the Chairman of the Board may call a meeting of the Committee with reasonable notice.

#### Responsibilities of the Committee

It is the responsibility of the Committee to develop and implement the screening, interviewing and recruitment process necessary to identify qualified and willing candidates for membership on the Board, as well as on the Board's Audit and Compensation Committees, and to recommend candidates for approval by the Board and the shareholders. The Committee shall establish and at all times maintain free and open means of communication between and among the Committee, the Board and the Committee Advisors, including providing such parties with appropriate opportunities to meet with the Committee.

As a part of its screening, interviewing and recruitment process, the Committee shall consider candidates proposed by the Committee, by the Committee Advisors, by any other director, or by any shareholder, in accordance with procedures or informal processes established by the Committee from time to time.

In addition to the foregoing, the following shall be the common activities of the Committee in carrying out its purposes. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. The Committee shall seek and recruit individuals qualified to become board members for recommendation to the Board, whenever there is a need for additional or replacement directors on the Board.
2. The Committee shall receive comments from all directors regarding director qualifications, candidates considered for directorship and other matters within the scope of authority of the Committee and shall report its activities to the Board.
3. The Committee shall consult regularly with the Committee Advisors on its activities, as appropriate, reviewing matters relating to the screening process, candidates considered for recommendation, qualifications of director candidates and any significant issues or concerns that arise at Committee meetings.

The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems reasonably necessary or appropriate.

#### DIRECTOR QUALIFICATIONS

In considering whether to recommend any candidate for inclusion in the board's slate of recommended director nominees, the nominating committee applies the following criteria:

- experience in aspects of business or technology relevant to the Company's business;
- sufficient time available to devote to the affairs of the Company;

- character and integrity;
- ability to represent the best interests of stockholders as a whole rather than special interest groups;
- willingness to participate actively as a board member; and
- communication, decision-making and interpersonal skills.

The nominating committee may also consider the following for some of the director nominees:

- experience serving as a director of a public company;
- familiarity with corporate governance issues;
- independence, as determined in accordance with SEC rules and regulations and NASDAQ listing standards;
- experience in running a comparable company or division of a comparable company;
- insight into the Company, its strategy, business model,

operations, and financials;

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knowledge of industry trends and markets; and

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

The nominating committee does 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.

Other considerations: Term limits & evaluation, Retirement, change in job & other Board service.

#### DIRECTORS RESIGNATION, REMOVAL AND VACANCIES

Any Director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Subject to any provisions of the Certificate of Incorporation, any Director or the entire Board of Directors may be removed with or without cause, at any meeting called for the purpose, by vote of the holders of a majority of the shares entitled to vote for the election of Directors, or a majority vote of the Board of Directors.

Vacancies occurring in the office of Director and newly created Directorships resulting from any increase in the authorized number of Directors shall be filled by a majority of the Directors then in office, though less than a quorum, unless previously filled by the stockholders entitled to vote for the election of Directors, and the Directors so chosen shall hold office subject to the By-laws until the

next annual meeting of Stockholders at which the term of office of the class to which they have been elected expires and until their successors are duly elected and qualify or until their earlier resignation or remove. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

#### DIRECTORS RESPONSIBILITIES

The business of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by the By-laws directed or required to be exercised or done by the stockholders.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, including, if the Board of Directors deems appropriate, an audit committee and a compensation committee, each committee to consist of one or more directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

The officers of the Corporation shall be chosen by the Board of Directors and shall include a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The salaries of all officers and agents of the Corporation may be fixed by the Board of Directors.

The Directors may, at any time and from time to time, if all of the shares of capital stock which the Corporation is authorized by its Certificate of Incorporation to issue have not been issued, subscribed for, or otherwise committed to be issued, issue or take subscriptions for additional shares of its capital stock up to the amount authorized

in its Certificate of Incorporation.

#### 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.