FISHER SCIENTIFIC INTERNATIONAL INC Form 425 May 24, 2006

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Under the Securities Exchange Act of 1934

Subject Company: Fisher Scientific International Inc.

Commission File No. 1-10920

The following presentations from Thermo Electron's Annual Investor Conference on Wednesday, May 24, 2006 were posted on Thermo Electron's website.

FORWARD-LOOKING STATEMENTS

Information set forth in this filing contains forward-looking statements, which

involve a number of risks and uncertainties. Thermo Electron and Fisher

Scientific caution readers that any forward-looking information is not a

guarantee of future performance and that actual results could differ materially

from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination transaction involving Thermo Electron and Fisher Scientific, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts.

Important factors that could cause actual results to differ materially from

those indicated by such forward-looking statements are set forth in Thermo

Electron's and Fisher Scientific's filings with the SEC, including their

respective Quarterly Reports on Form 10-Q for the first quarter of 2006. These include risks and uncertainties relating to: the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the risk that the businesses will not be integrated successfully; the risk that

the cost savings and any other synergies from the transaction may not be

fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues; the need to develop new products and adapt to significant technological change; implementation of strategies for improving internal growth; use and protection of intellectual property; dependence on customers' capital spending policies and government funding policies; realization of potential future savings from new productivity initiatives; dependence on customers that operate in cyclical industries; general worldwide economic conditions and related uncertainties; the effect of changes in governmental regulations; exposure to product liability claims in excess of insurance coverage; and the effect of exchange rate fluctuations on international operations. The parties undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION ABOUT THIS TRANSACTION

In connection with the proposed merger, Thermo Electron will file with the

Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4 that will include a joint proxy statement of Thermo Electron and Fisher Scientific that also constitutes a prospectus of Thermo Electron. Thermo

Electron and Fisher Scientific will mail the joint proxy statement/prospectus to

their respective stockholders. Investors and security holders are urged to read

the joint proxy statement/prospectus regarding the proposed merger when it

becomes available because it will contain important information. You may obtain a free copy of the joint proxy statement/prospectus (when available) and other related documents filed by Thermo Electron and Fisher Scientific with the SEC at the SEC's Web site at www.sec.gov. The joint proxy statement/prospectus (when it is available) and the other documents may also be obtained for free by accessing Thermo Electron's Web site at http://www.thermo.com under the heading "About Thermo" and then under the heading "Investors" or by accessing Fisher Scientific's Web site at http://www.fisherscientific.com under the tab "Investor Info."

Thermo Electron, Fisher Scientific and their respective directors and executive officers may be soliciting proxies from stockholders in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders in connection with the proposed merger will be set forth in the joint proxy

statement/prospectus when it is filed with the SEC. You can find information

about Thermo Electron's executive officers and directors in Thermo Electron's definitive proxy statement filed with the SEC on April 11, 2006. You can find information about Fisher Scientific's executive officers and directors in their definitive proxy statement filed with the SEC on April 6, 2006. You can obtain free copies of these documents from Thermo Electron or Fisher Scientific using the contact information above.

World Leader in Analytical Instruments

Marijn E. Dekkers

President & CEO

2006 Annual Investor Conference May 24, 2006

Summary

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A, which is also available on the company s website, www.thermo.com, in the Investors section under Reconciliation of Financial Information Q1 2006. Adjusted items also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

1. Thermo is leading the way

Size matters!

World-class technologies

Scientific instruments leader

Laboratory equipment powerhouse

Integrated solutions for the lab

Integrated workflow solutions

Beyond the Box informatics & services

Instruments solutions outside the lab

Strong industrial & laboratory demand fueling growth

2005 actual up 25% over 2004, 2006 expected to be 14-18% over 2005

- 2. Adjusted EPS growth is accelerating
- 3. Growth platform has momentum
- 4. Continued focus on productivity
- 5. Balanced customer base

Practical Process Improvement (PPI) will drive further margin and cash flow improvement

The Industry is Changing

Customer Trends:

| Thermo well positioned to win |
|---|
| As the industry leader, we are in a strong position |
| Strong balance sheet to fund acquisitions |
| Largest R&D budget |
| Broad, but integrated, set of technologies |
| Largest sales & services team |
| Global footprint |
| Thermo Capabilities: |
| Integrated workflow solutions |
| More accurate analysis |
| Fewer suppliers |
| More interested in efficiency |
| More globally dispersed |
| |

| Thermo Today |
|--|
| \$2.8B in revenues |
| 1 global brand |
| 11,000 employees |
| Operations in 30 countries |
| Headquartered near Boston, MA |
| S&P 500 |
| The world leader in analytical instruments |

The World Leader in Analytical Instruments

Our instrument solutions enable customers to make the world

a healthier, cleaner and safer place

| Thermo s Analytical Technologies |
|--|
| Mass Spectrometry |
| FT-IR Spectroscopy |
| Raman Spectroscopy |
| X-Ray Diffraction |
| X-Ray Fluorescence |
| UV-Vis Absorbance |
| Atomic Absorption |
| High-Pressure Liquid Chromatography |
| Gas Chromatography |
| Chemiluminescence |
| Photochemistry |
| Pulsed UV Fluorescence |
| Inductively Coupled Plasma |
| World-class technologies |
| 11 |
| |

| Thermo s Analytical Technologies |
|--|
| Drug Discovery |
| Forensic Science |
| Clinical Diagnostics |
| Environmental Testing |
| Safety & Security |
| Quality Control |
| Advanced technologies tackling tough analytical challenges |
| 12 |

External Recognition

IBO 2005 Company of the Year

2005 Frost & Sullivan Award: LIMS Market Leader

2006 Pittcon

Editor s Gold Award

| Two Segments |
|---------------------------------|
| Pharma/biotech labs |
| Clinical labs |
| Government/university labs |
| Industrial labs |
| Forensics labs |
| Environmental labs |
| MEASUREMENT & CONTROL |
| 25% |
| Safety and security |
| Air/water quality |
| Safety & security |
| In-line manufacturing processes |
| Pharmaceuticals production |
| Food/beverage processing |
| Chemicals/materials production |
| THERMO OUTSIDE THE LAB |
| LIFE & LABORATORY SCIENCES |
| 75% |
| THERMO INSIDE THE LAB |
| 14 |
| |

Business Landscape

Outstanding portfolio mix

| Diverse Markets & Geographic Spread |
|-------------------------------------|
| North America |
| Asia |
| Other |
| Europe |
| Geographic |
| Distribution |
| Globally positioned |
| Environmental/ |
| Security |
| Clinical |
| Industrial |
| Pharma/Biotech |
| Academia/Gov t. |
| End Markets |
| Balanced customer base |
| 16 |

VC Funding Flow into Biotech

Stronger equity flow into biotech driving laboratory investment

Billions

Equity Raised By Biotech*

*Source: Thomas Weisel Partners LLC

Big Pharma s Investment in R&D

Top 10 Survey R&D Spend Trend*

*Source: Pharmaceutical Executive Magazine: Top 50 Survey Reports **Assumes 4% growth in Top 10 Pharma R&D spend for 2006

Billions

Growth continues albeit at a slower rate

Private Sector Fueling Research

Private research grants on the rise

Source: www.bcm.edu

Commodity Pricing & Industrial Capacity Utilization

*Steel data illustrates an average of three indices

*

Upward Price Trend

Tightening Capacity Trend

Industrial customers continue to invest in capacity expansion

April industrial capacity utilization rose to 81.9% from 81.4% in March Last month's utilization rate was the highest since July 2000 and rose to about one percentage point above the 1972-2005 average, according to the Fed.

Source: Dow Jones May 2006

Fisher Scientific
Sigma Aldrich
Invitrogen
Varian
PerkinElmer
Mettler Toledo
Waters
GE Healthcare
Beckman Coulter
Agilent
Technologies
Applied
Biosystems
Thermo
Company

Thermo s Competitive Position

Two Growth Drivers Unique to Thermo

1.

Total integrated instruments solutions for the laboratory

Designed workflows for Sample Preparation, Analysis, Data Interpretation, Automation, and Services

Examples:

Biomarker Proteins

2.

Take laboratory analytical technologies outside the laboratory

Process control instrumentation

Environmental monitoring instrumentation

Safety and security instrumentation

Drives our new product and acquisition strategy

Enabling Integrated Workflows in the Lab Thermo uniquely positioned **Laboratory Equipment Scientific Instruments Informatics & Services Laboratory Services** Automation Consumables/Reagents Sample Preparation Sample Analysis Data Interpretation & Storage **CRS Robotics** Innaphase USCS, LMSi Jouan, Kendro **Ionalytics** 23

| Centrifuges |
|---|
| Concentrators |
| Liquid Chromatography/ Mass Spectrometry |
| Lab Information Management System |
| Microplate Readers |
| Software |
| Xcalibur |
| Protein Fractionation |
| Enabling Integrated Workflows in the Lab: Biomarker Research |
| Freezers |
| Data |
| Interpretation & Storage |
| Sample |
| Preparation |
| Sample |
| Analysis |
| Cells or Tissue |
| Biomarker Identification |
| 24 |

Robotics

Lab to Line Strategy

Taking Instruments Outside the Lab

From Recipe Measurements to End-Point Detection

Increased Regulatory Pressures

Economics & Profitability

Protection from Liabilities

Key Drivers:

| Applications |
|---|
| Technology in |
| the Laboratory |
| Fermentation Analysis |
| Protein & Vaccine Production |
| Mass Spectrometry |
| Tablet Inspection |
| FTIR Imaging Systems |
| FTIR & NIR |
| Lab to Line Opportunities |
| Alloy Formulation |
| Steel and Metals Production |
| X-ray Fluorescence |
| Sulfur Analysis in Gasoline |
| Pulsed UV Fluorescence |
| Refinery Operations |
| We have already demonstrated key successes with leading customers in the process industries |
| Migration to Process |
| Can Filling |
| Food/Beverage Inspection |
| X-Ray Imaging |
| Coal Blending |
| Coal Production |
| Gamma Radiation Imaging |

| Acquisitions & Divestitures since March 2005 |
|--|
| Significantly stronger portfolio |
| Niton - Portable X-Ray Instruments |
| R&P - Air Quality Instruments |
| Kendro - Laboratory Equipment |
| Ionalytics FAIMS for Mass Spectometry |
| Omega Data Systems |
| Biostar Point of Care |
| Allen Coding |
| Acquisitions |
| Divestitures |
| Total Cost \$937M |
| Revenue \$425M |
| Total Proceeds \$64M |
| Revenue \$43M |
| Total: |
| Total: |
| 27 |
| |

Financial Goals

Revenue

Driving adjusted EPS growth to 19% CAGR

Goal

Adjusted EPS

\$2.81 - \$2.86

Billions

Goal

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A, which is also available on the company s website, www.thermo.com, in the Investors section under Reconciliation of Financial Information Q1 2006. Adjusted items also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.



05 VS. 06

Change

Financial Goals

Thermo positioned for a strong 2006

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Combination of Industry Leaders

Accelerates Earnings Growth

Industry transforming

Exciting growth opportunities

World-class capabilities

Compelling financial benefits

| Combined Financial Strength |
|-----------------------------|
| \$2.27 - \$2.37 |
| Adjusted EPS |
| Over \$1 billion |
| \$1.5 - \$1.6 billion |
| 17% |
| \$9.2 - \$9.3 billion |
| 2007 |
| Operating Cash Flow |
| Adjusted Operating Income |
| % Margin |
| Revenue |

Note: Above items include the effect of stock option expense.

The World Leader in Analytical Instruments

Our instrument solutions enable customers to make the world

a healthier, cleaner and safer place

Thermo Electron Corporation

Building Financial Momentum

Pete Wilver

Chief Financial Officer

2006 Annual Investor Conference

May 24, 2006

Financial Update

2007 Outlook

2006 Guidance

Financial Trends

2005 Actual Results

Full Year 2005 Actual Results

Excellent financial performance exceeded high-end of original EPS guidance by \$0.10

Full Year

| | | 20052004 | Inc/(Dec) | |
|------------------------------------|-----------------|------------|-----------|------|
| Revenue Organic Growth | \$2,633 4%4% | | \$2,206 | 19% |
| Adj. Operating Income % of Revenue | \$350 13.3% | \$262 1 | 34% | 1.4% |
| Free Cash Flow | \$245 | \$206 | | 19% |
| Adjusted EPS | \$1.47 | \$1. | 18 | 25% |

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A

which is also available on the company s website, www.thermo.com, in the Investors section under Reconciliation of Financial Information Q1 2006. Adjusted

items also include pro-forma stock option expense for periods through and including 2005 as if it had been required.

Revenue Trend **\$ Billions Reported Growth Organic Growth** 3% 4% (3%) 16% 19% 4% 7 9% 5 6% \$1.90 \$2.21 \$2.63 \$2.81 2.86

Adjusted Operating Income Trend

| YOY Growth | |
|------------|--|
| % of Sales | |
| 11% | |
| 11.9% | |
| 11.4% | |
| 21% | |
| 34% | |
| 13.3% | |
| 20 23% | |
| 14.7 15.2% | |
| \$216 | |
| \$262 | |
| \$350 | |
| \$420 430 | |

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A

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also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

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\$ Millions

Adjusted EPS Trend

YOY Growth

14%

18%

25%

14 18%

\$1.00

\$1.18

\$1.47

\$1.68 1.73

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also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

| \$ Millions |
|------------------|
| \$163 |
| \$206 |
| \$245 |
| <i>\$275 300</i> |
| |
| YOY Growth |
| 97% |
| |
| 97% |
| 97% 26% |

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A,

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Free Cash Flow Trend

Q1 2006 Actual Results

Last four quarters average 7% organic growth, 200+ bps margin expansion and over 25% adjusted EPS growth

First Quarter

(\$ in millions, except EPS)

| | | 20062005 | Inc/(Dec) | |
|------------------------------------|----------------------|---------------|-----------|----------|
| Revenue | \$684 | \$ | 559 | 22% |
| Organic Growth | 10% | 0% | | |
| Adj. Operating Income % of Revenue | \$97 <i>14.2%</i> | \$61 11.0% | 58% | 3.2% |
| Adjusted EPS | \$0.39 | \$0.29 | 349 | <i>‰</i> |

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A,

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also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

| Edgar Filing: FISHER SCIENTIFIC INTERNATIONAL INC - Form 425 |
|--|
| 14-18% |
| \$1.47 |
| \$1.68-1.73 |
| Adjusted EPS |
| \$245 |
| \$350M 13.3% |
| \$2.63B |
| 4% |
| 2005 |
| Actual |
| 12-22% |
| \$275-300M |
| Free Cash Flow |
| 20-23% 140-190 bps |
| \$420-430M 14.7-15.2% |
| Adj. Operating Income |
| % of Revenue |
| 7-9% |
| \$2.81-2.86B |
| 5-6% |
| Revenue |
| Organic Growth |
| YOY |
| |

Change

2006

Goal

2006 Financial Goals

Continuing financial momentum in 2006

Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A,

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also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

2005-2006 Adjusted EPS Bridge

| Guidance |
|---|
| 2005 Actual |
| Inflation |
| Below the Line |
| Productivity |
| Balanced contribution from growth and productivity |
| Revenue Growth |
| \$1.47 |
| (\$0.24) |
| (\$0.08) |
| \$0.32-0.36 |
| \$0.20-0.22 |
| \$1.68-1.73 |
| Note: For historical periods, all items identified as adjusted as well as free cash flow are reconciled to the most directly comparable GAAP measures in Appendix A, which is also available on the company s website, www.thermo.com, in the Investors section under Reconciliation of Financial Information Q1 2006. Adjusted items also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense. |
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Balance Sheet Leverage Ample room to make additional cash acquisitions 1.3X 16% \$2,874 (\$249) \$560 \$311 Q1 2006 (\$304) \$271 Net Cash (Debt) 18% 8% **Total Debt/Capitalization** 1.5X 0.8X Total Debt/Adjusted EBITDA (LTM)* Leverage \$2,793 \$2,666 Shareholder s Equity \$599 \$241

Total Debt

\$295

\$512

Total Cash & Equivalents

2005

2004

(\$ in millions)

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also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

*Adjusted EBITDA equals adjusted operating income excluding depreciation.

2007 Outlook (Thermo Fisher Scientific)

| \$2.27-2.37 |
|---|
| 34-38% |
| Adjusted EPS |
| YOY Growth |
| Over \$1B |
| \$1.5-1.6B |
| 17% |
| \$9.2-9.3B |
| 2007 |
| Operating Cash Flow |
| Adjusted Operating Income |
| % of Revenue |
| Revenue |
| Exceptional adjusted EPS growth and compelling cash flow |
| Note: Above items include the effect of stock option expense. |
| 44 |
| |

Longer-term Financial Goals (Thermo Fisher Scientific)

18-20%

Adjusted EPS Growth

19-20%

6-8%

Adjusted Operating Margin

Organic Revenue Growth

Tremendous upside for shareholders

Note: Above items include the effect of stock option expense.

Driving Margin Improvement

Marc N. Casper

Senior Vice President

2006 Annual Investor Conference

May 24, 2006

Driving Margin Improvement

Goal: Continue to expand adjusted operating margins by approximately 150 basis points per annum

Adjusted Operating Margins

Adjusted Operating Margin Expansion Last 4 Quarters

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2006. Adjusted items also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

14.7 15.2%

| ~150 basis points margin | |
|--------------------------------|--|
| expansion per year | |
| Driving Margin Improvement | |
| Volume | |
| Leverage | |
| Price | |
| Productivity | |
| Acquisition | |
| Integration | |
| 0 | |
| 150 | |
| 48 | |

Driving Margin Improvement

Driving organic growth

- Vitality Index & new products
- Leading commercial capabilities
- Attractive customer base

Price

PPI driving productivity

Acquisition integrations

- Niton
- Kendro

| Driving Organic Growth: Vitality & New Products |
|---|
| New products are a key growth driver |
| LTQ Orbitrap Mass Spec |
| 15% |
| 20% |
| 23% |
| Vitality Index |
| 25% |
| Darwin LIMS Software |
| iCAP 6500 |
| Pittcon |
| Gold |
| 2006 |
| Sorvall RC6 |
| NITON Analyzer |
| Mercury |
| Freedom System |
| Percent |
| Percent of product revenue from new products introduced in the last two years |
| \$160 million R&D investment |
| 50 |

| Worldwide | presence |
|-----------|----------|
| | |

Direct & indirect channels

Services

Powerful combination driving accelerated growth!

Driving Organic Growth: Leading Commercial Capabilities

4,000 Employees Working With Customers Every Day

Global Reach

Team Selling

Key accounts

Product & applications specialists

Educating customers

Extended lab services

Asset management

| Driving Organic Growth: Leading Commercial Capabilities |
|--|
| World-Class Customer Demo Centers |
| Paris |
| London |
| West Palm Beach, FL |
| Tokyo |
| Frankfurt |
| Somerset, NJ |
| Shanghai |
| Bremen |
| San Jose, CA |
| Mumbai |
| Breda |
| Madison, WI |
| 52 |

Driving Organic Growth: Shanghai Customer Demo Center

Shanghai Demo Center

Working Demo Labs for all product lines

Thermo China headquarters

Shanghai sales office

40,000 square feet

| Driving Organic Gro | wth: |
|----------------------------|----------|
| Attractive Customer | Segments |

Drug Discovery

Forensic Science

Clinical Diagnostics

Environmental Testing

Safety & Security

Quality Control

Advanced technologies tackling tough analytical challenges

Driving Organic Growth: At Work With Our Customers

Searching for therapies for cancer, diabetes, & mental illness

Broad Institute

Research collaboration of MIT & Harvard

230,000 sq/ft laboratory facility

Early engagement with Thermo

Provided a suite of equipment & instruments, including

- Thermal cyclers
- Centrifuges
- Incubators
- Reagent dispensers
- LTQ FT mass spectrometer
- LTQ Orbitrap mass spectrometer

a program that not only saves us money, but simultaneously improves the quality of our service.

Ed Dondero, Biogen Idec Director of Facilities

Optimizing Laboratory Assets

Driving Organic Growth: At Work With Our Customers

Customer Challenge

Reduce equipment maintenance costs: 1,000 instruments from 70 different vendors

Consolidate \$1 million+ in service contracts

Obtain an accurate asset inventory

Maintain existing quality of service

Results

4 year savings of \$1.3M

Annual savings >15%

Reduced administrative burden

Redeployment of idle assets

Driving Margin Improvement

Driving organic growth

- Vitality Index & new products
- Leading commercial capabilities
- Attractive customer base

Price

PPI driving productivity

Acquisition integrations

- Niton
- Kendro

| Driving Margin Improvement: Pricing Discipline at Thermo |
|--|
| PPI best practice sharing |
| Incentive compensation alignment at all levels |
| Discount approval authority |
| Гraining |
| Quick market intelligence |
| Thermo Implementation |
| Continuous learning |
| Reward success |
| Execution discipline |
| Positioning our solutions |
| Competitive dynamics |
| Focus |
| 58 |

Driving Margin Improvement: Productivity - Practical Process Improvement

Wireless Communication

Cross-company team

\$500k savings

\$30M impact per year from PPI

Customer Order Acknowledgement

Compliance test business unit

Process reduced from 17 days to 12 minutes

Lean Keys in Asheville Factory

\$10M inventory reduction

\$2M lower labor cost

PPI continuous-improvement methodology utilized by Thermo

4500 employees trained, 40% of work force

Delivers 2-3% savings impact per annum

Representative teams:

| Driving Margin Improvement: Productivity - Sourcing |
|---|
| Levers |
| Annual Sourcing |
| Savings |
| Components Sourced from Low-Cost Region |
| \$ Sourced Components |
| \$ Savings Target |
| \$ Millions |
| \$ Millions |
| Supplier negotiation |
| Spend aggregation |
| Alternate source |
| Value engineering |
| Make vs. Buy |
| Low-cost region sourcing |
| 60 |
| |

Driving Margin Improvement: Productivity From Low Cost Region Production

30 - 35% cost-reduction opportunity leveraging China capabilities

*Assumes 40% COGS at 35% savings

China: Annual Production Run Rate

\$ China Production

\$ Savings Target

\$ Millions

Driving Margin Improvement

Driving organic growth

- Vitality Index & new products
- Leading commercial capabilities
 - Attractive customer base

Price

PPI driving productivity

Acquisition integrations

- Niton
- Kendro

Driving Margin Improvement: Acquisition Integration

Supports growing demand for field applications

First-line RoHS screening

Simple point & shoot operation

Acquired March 2005

Handheld elemental X-Ray analysis

\$36M revenue in 2004: 12% adjusted operating margin

\$65M revenue last 4 quarters: 19% adjusted operating margin*

NITON Case Study

Enabling RoHS Compliance

**RoHS Restriction of Hazardous Substances

*13% on a GAAP basis, including 6% of amortization of acquired intangibles

**

| Driving Margin Improvement: | |
|-----------------------------|--|
| Acquisition Integration | |

\$833M acquisition

\$365M revenue

Closed May 2005

Extends key lines of lab equipment

Sorvall, Heraeus, Revco

Kendro Case Study

Driving Margin Improvement: Acquisition Integration

Plan

Status / Accomplishments

Powerful world-scale lab-equipment platform to deliver accelerated growth and margin expansion

Increased resources to bring solutions to our major-market customers

Integrated commercial organization & offices with one face to customer

Created new R&D centers of excellence to leverage expertise & accelerate product vitality

PPI fully introduced employees trained and driving rapid operating improvements

Headcount reduced by 200

4 manufacturing sites consolidated

Rapid integration of all functions, processes & product lines within one clear organization

Technology excellence

Productivity

Operations & business integration

Key account focus

Commercial integration

Kendro Case Study Results One Year Later

Driving Margin Improvement: Acquisition Integration

Achieved

Exceeded 10¢ accretion in first 12 months

10¢ accretive to adjusted EPS in first full year

On Track

Realized \$12M in first 12 months

At \$16M run rate

\$30M synergies by year 3

Status / Accomplishments

Plan

Kendro Case Study Results One Year Later

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2006. Adjusted items also include pro-forma stock option expense for periods through and including 2005 as if it had been required. 2006 numbers include the effect of stock option expense.

Summary

Note: Above items include the effect of stock option expense.

Thermo delivering significant expansion of adjusted operating margins

Continue ~150 point margin expansion per annum

Margin expansion driven by:

- Volume leverage from organic growth
- Price
- Productivity initiatives
- Acquisition integration impact

New Product Momentum

Ian D. Jardine Ph.D.

Vice President Global R&D

2006 Annual Investor Conference

May 24, 2006

Celebrating 50 Years of Innovation

Early Emissions Testing Technology

Leading-edge Mercury Emissions Monitoring

Early Mechanical Heart Development

Advanced Biomarker Research

Then

Now

Continually enabling the advancement of science

George N. Hatsopoulos

Thermo Electron founder

| New Product Momentum |
|---|
| Thermo is recognized as innovation leader |
| 15% |
| 20% |
| 23% |
| 25% |
| Vitality Index |
| Percent |
| Percent of product revenue from new products introduced in the last 2 years |
| \$160 million R&D Investment |

Continually Launching High Impact Products

| Off-the-shelf LIMS Solution |
|--------------------------------|
| Award Winning Innovation |
| Breakthrough Sensitivity |
| Darwin LIMS |
| LTQ Orbitrap |
| iCAP Series |
| Informatics |
| Mass Spectrometry |
| Elemental Analysis |
| \$200 Million Market |
| \$200 Million Hybrid Market |
| \$250 Million Market |
| TM |
| TM |
| TM |
| 71 |

Winning LIMS Solution

For pharmaceutical quality control & R&D

Off-the-shelf LIMS with complete range of standard features reduces total cost of ownership

Enables rapid deployment across multiple sites with resulting large productivity gains

Powerful new LIMS solution to grow our leading market share

DARWIN Laboratory Information Management System (LIMS)

\$250

Million

Market

DARWIN

LIMS

TM

Next Generation Elemental Analyzer

Innovative optics & breakthrough camera technology delivers the highest performance in the smallest footprint

iCAP 6000 Series ICP-OE Elemental Analyzer

CID86

Camera

\$200 Million

Market

TM

TM

Delivers up to 5X gain in performance

- Improved sensitivity for key environmental elements such as Arsenic and Selenium

Dramatically cuts purge gas consumption

- Saves \$ thousands in annual operating costs

Compact and easy to use

- Improves lab productivity

LTQ Orbitrap Hybrid Mass Spectrometer

Mass Spectrometry Breakthrough

Phenomenal customer reception!

\$200 Million Hybrid Market

TM

Mass Spectrometers

- Detect **and** conclusively identify compounds very accurately and at very high sensitivity

First completely NEW mass spectrometer analyzer in more than 20 years

- Ideal for small-molecule (e.g. drugs) and peptide/protein identification and quantitation

Orbitrap is 5X TOF in performance

- Resolution, mass accuracy, sensitivity, speed, and dynamic range

Enabling Customers

Dr. Steven Carr, BROAD Institute

MIT/Harvard Labs, Cambridge MA

Proteomics & Biomarker Discovery

Video Interview

Sample Preparation

New Product Momentum: Pittcon Introductions March 06

Services

Sample Analysis

iCAP ICP-OE

NIR analyzers

Detectors for Surveyor Plus LC

DFS High-res GC-MS

LTQ Orbitrap mass spectrometer

Finnigan LXQ mass spec

Evolution 600 UV-Vis Spectrophotometer

NITON elemental analyzers

LIFECYCLE Asset Management

Biorepository Services

Data
Interpretation & Storage

Sorvall RC6 Plus Super-speed centrifuge

| Novus |
|--------------------|
| Finnpipette |

Espresso Personal centrifuge

Sample Manager NET & COTS

Darwin LIMS

OMNIC 7.3

QuickQuan

Navigator

AA iSQ module

Appliskan multimode microplate reader

NESLAB ThermoFlex temperature control

HAAKE DynaMax temperature control

| Solvent reservoir |
|---|
| Pump |
| Injector |
| Column |
| UV or Mass Spectrometer Detector |
| Data recorder |
| 1. Inject sample <i>mixture</i> |
| 2. Separate into individual <i>components</i> |
| 3. Detect and report |
| HPLC Hardware Market >\$1 Billion |
| Columns Market >\$0.5 Billion |
| MS Market for HPLC >\$1 Billion |
| 77 |

HPLC: Separation - Detection - Quantitation

Introducing: Accela High Speed UHPLC

More flexibility than any competitive system!

Challenge: Demand for Faster Chromatography

Launching at American Society for Mass Spectrometry Conference & Exhibit in Seattle starting May 28th

TM

Fastest HPLC/UHPLC

- Unique pump and system design

Two HPLC systems in one

- Designed to run at conventional (5,000 psi) **and** very high pressures (15,000 psi)

Hypersil Gold 1.9 mm column

- Superb peak symmetry and resolution

Column:

A. 150 x 4.6 mm 5.0 um C18 Hypersil Gold

B. 50 x 2.1 mm 1.9 u m C18 Hypersil Gold

Flow rate: A. 1000 ul/min

B. 700 u 1/mi

Pressure: A. 155 bar

B. 380 bar

Detection: LTQ Orbitrap

Resolution: 30,000

Analytes -Steroids

- 1. Testosterone
- 2. 19-Nortestosterone
- 3. 17--Methyltestosterone
- 4. 1-Dehydrotestosterone

Accela UHPLC + Hypersil Column + Orbitrap MS

0

2

4

6

8

10

12

Time (min) Conventional 12 Minutes High Speed 2 Minutes TM

| FAIMS Triple Quad |
|---|
| LTQ FT Ultra |
| TSQ QUANTUM with FAIMS |
| Environmental Triple Quad |
| New Linear Ion Trap |
| TSQ Quantum Access |
| LTQ XL with ETD |
| American Society for Mass Spectrometry Conference and Exhibit - New Product Preview |
| Seattle |
| May 28 th |
| to |
| June 2 nd |
| TM |
| TM |
| TM |
| TM |
| 80 |
| |

Even More Performance

Edgar Filing: FISHER SCIENTIFIC INTERNATIONAL INC - Form 425 Customer Recognition for Mass Spec Excellence Great customer feedback **Thermo Thermo** Ease-of-Use **Thermo Applied Biosystems Technical Specs** 2005 Top Supplier 2004 Top Supplier Category **Thermo** Thermo Waters Thermo **Thermo Instrument Reliability Thermo Customer Service** Waters **Software & Data Handling Thermo** Price/Value

Source: ASMS 04 & 05 Surveys

American Society of Mass Spectrometry Survey

Introducing: Powerful New Software at ASMS

QuickQuan

MALDI Tissue Imaging

Top Down Proteomics

Automated LC-MS/MS

Drug Discovery

Biomarker Differential Analysis

Auto MSⁿ Structural Analysis

High Resolution/Accurate Mass

TM

| Proteomics Global Protein Identification |
|--|
| Lysate |
| Protein fractionation |
| Protein depletion |
| Protease digestion |
| Peptide selection |
| Peptide separation |
| Protein mixture |
| Peptide mixture |
| Peptides for MS/MS |
| Cells or Tissue |
| Cellular fractionation |
| Protein Identification |
| 83 |

| Disease or |
|--|
| Treated |
| Automatically compares all LC-MS/MS data in disease/treated versus controls |
| Picks out and identifies those proteins which have increased or decreased in concentration |
| SIEVE - Global Differential Analysis Software |
| Controls |
| Disease or |
| Treated |
| LC-MS/MS |
| 84 |

Controls

SIEVE Auto Differential Expression Software

| Gigabyte Data Sets of |
|-----------------------|
| High Resolution/ |
| Accurate Mass |
| LC-MS/MS Information |

Time

MS/MS

Mass

Intensity

Multi-experiment Quantitation of Thousands of Specific Proteins

Automating the process of biomarker discovery

Months of data analysis in minutes!

| A Bright Future: Enabling Integrated Lab Workflow Solutions |
|--|
| Data |
| Interpretation & Storage |
| Sample |
| Preparation |
| Sample |
| Analysis |
| Complementary Reagents & Consumables |
| Xcalibur |
| Proteomics Research Application |
| Cells or Tissue |
| Biomarker Identified |
| Or Measured |
| Fisher |
| Thermo |
| 86 |

Cellular Protein Network Mapping Workflow

Cellular Location

by Color

Protein Interactions are the basis for almost all cellular activity

Understanding of *Interaction Pathways* in Networks illuminates:

- Cell Division (Growth)
- Cell Differentiation (Stem Cells)
- All Cancers
- Immunity
- Metabolic Disease
- Inflammatory Disease
- Biomarkers of Disease
- Drug Action

and much more

Cellular Protein Network Mapping Workflow

Key: **Blue** = Fisher

 $\mathbf{Red} = \mathbf{Thermo}$

Cellular Protein Network Mapping Workflow

Key: **Blue** = Fisher

 $\mathbf{Red} = \mathbf{Thermo}$

Cellular Protein Network Mapping Workflow

Key: **Blue** = Fisher

 $\mathbf{Red} = \mathbf{Thermo}$

Cellular Protein Network Mapping Workflow

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Key: **Blue** = Fisher

Red = Thermo

Summary

Unparalleled track record of innovation

2006 another milestone year

Future is even brighter as Thermo Fisher Scientific