

DANAHER CORPORATION

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of Danaher Corporation (the "Company"), acting on the recommendation of its Nominating and Governance Committee, has adopted these corporate governance principles (the "Guidelines") to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. These Guidelines are in addition to and are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or by-laws of the Company. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to alteration as circumstances warrant.

I. The Board

A. *Role of Board*

The business and affairs of the Company are managed by or under the direction of the Board in accordance with Delaware law. The Board's responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company's business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company's strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company.

Certain specific corporate governance functions of the Board are set forth below:

- ***Management Evaluation and Compensation.*** The Board has the responsibility to select and make decisions about the retention of the Company's Chief Executive Officer ("CEO") and to oversee the selection and performance of other executive officers. The Compensation Committee has the management evaluation and compensation responsibilities set forth in the Compensation Committee charter.
- ***Management Succession.*** The Board shall, with such assistance from the Nominating and Governance Committee as the Board shall request, review and concur in a management succession plan, developed by the CEO, to ensure continuity in senior management. This plan, on which the CEO shall report at least annually, shall address: emergency CEO succession; CEO succession in the ordinary course of business; and succession for the other members of senior management.

- ***Director Compensation.*** The Nominating and Governance Committee shall periodically review the form and amounts of director compensation and make recommendations to the Board with respect thereto. The Board shall set the form and amounts of director compensation, taking into account the recommendations of the Nominating and Governance Committee. Determination of director compensation shall be guided by three goals: compensation should fairly pay directors for work required consistent with a company of Danaher's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand. Only non-management directors shall receive compensation for services as a director. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-management directors should be provided and held in equity-based compensation.

B. Board Size

The Board has ten members in accordance with the Company's by-laws. This number of directors permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

C. Board Composition and Independence

The members of the Board should collectively possess a range of skills, knowledge, expertise (including business and other relevant experience) and backgrounds:

- useful and appropriate to the effective oversight of the Company's business, and
- appropriate to building a Board that is effective in collectively meeting the Company's strategic needs and serving the long-term interests of the shareholders.

The Board shall be comprised of a majority of directors who qualify as independent directors (the "Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE"). The Board shall review annually each director's relationships with the Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company), if any. Following such annual review, only those directors whom the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to any additional independence qualifications that may be prescribed under the listing standards of the NYSE from time to time.

The Board anticipates that the Company's CEO will be regularly nominated to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

D. Selection of Nominees

The Board will be responsible for the selection of all candidates for nomination or appointment as Board members. The Board's Nominating and Governance Committee, in

consultation with the Chair and CEO, shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- personal and professional integrity and character;
- prominence and reputation in the candidate's profession;
- skills, knowledge and expertise (including business or other relevant experience) useful and appropriate to the effective oversight of the Company's business;
- the extent to which the interplay of the candidate's skills, knowledge, expertise and background with that of the other Board members will help build a Board that is effective in collectively meeting the Company's strategic needs and serving the long-term interests of the shareholders;
- the capacity and desire to represent the interests of the shareholders as a whole; and
- availability to devote sufficient time to the affairs of the Company;

E. Tenure

When a director's principal occupation changes substantially from the position he or she held when most recently elected or appointed to the Board, the director shall tender a letter of proposed resignation from the Board to the chair of the Nominating and Governance Committee and the Company Secretary (which shall be effective only if accepted by the Board). The Nominating and Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should request that the director continue to serve or accept such proposed resignation; provided, that in making such recommendation the Nominating and Governance Committee shall consider, among such other factors as it deems relevant, that such director was elected by the shareholders of the Company.

The Board does not believe that arbitrary term limits on directors' service are appropriate. The Board annually evaluates each director as part of the board and committee self-evaluation process described below.

A retirement age of 72 is generally considered appropriate for the Company's directors, but the Board may decide to defer retirement in appropriate circumstances after a director reaches age 72.

F. Limits on Other Board Memberships

Directors should not serve on more than four boards of public companies in addition to the Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Board. Directors should advise the Chairman of the Board (the "Chair"), the chair of the Nominating and Governance Committee and the Company Secretary before accepting membership on another board of directors or audit committee or any other significant committee assignment, or establishing any significant relationship with any business, institution or other governmental or regulatory entity, and should advise the Chair, the chair of the Nominating and Governance Committee and the Company Secretary of any other material change in circumstance or relationship that may impact a director's independence.

G. Chairman of the Board

The Board appoints the Chair. The offices of the Chair and the CEO shall be vested in separate persons.

II. Board and Committee Meetings

A. Meetings

The Board has five regular meetings each year, and such special meetings as are deemed necessary, at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate, material issues facing the Company. The Chair, in consultation with appropriate members of the Board and with management, shall set the frequency and length of each meeting and the meeting agenda. Management will be responsible for ensuring that, as a general rule absent exigent circumstances, Board members receive information prior to each Board meeting or committee meeting, as applicable, so that they have an opportunity to reflect properly on the matters to be considered at the meeting. Materials presented to Board members should provide the information needed for the Board members to make an informed judgment or engage in informed discussion. The Board welcomes attendance at Board meetings of senior officers of the Company. Invitations shall be extended by the Chair.

Each director is expected to attend all scheduled Board meetings and meetings of committees on which he or she serves. Each director is also expected to review the materials provided by management and advisors in advance of the meetings of the Board and the committees on which such director serves.

B. Board Committees

The Board has delegated authority to five standing committees: Audit, Compensation, Nominating and Governance, Finance, and Executive. Each committee, other than the Executive and Finance Committees, is comprised solely of Independent Directors. Committee members and chairs will be appointed by the Board upon the recommendation of its Nominating and Governance Committee. There are no fixed terms for service on committees.

Each Committee shall have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary or desirable by the Committee chair. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda (consistent with any applicable charter requirements). Board members who are not members of a particular committee are welcome to attend meetings of that committee. The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting. The Board believes that as a practice all Board members should receive notice of each Committee meeting and receive a copy of the minutes of each Committee meeting.

C. Meetings of Non-Management Directors

To ensure free and open discussion and communication among the non-management directors, these directors shall meet in executive session at least twice per calendar year with no

members of management present. To the extent the group of non-management directors includes any directors who are not independent, the independent directors shall meet in executive session at least once per calendar year.

Normally, the meetings described in the preceding paragraph will occur prior to or following regularly scheduled board meetings. The chair of the Nominating and Governance Committee shall preside at the aforementioned executive sessions, unless a majority of the non-management directors determine otherwise.

III. Director Orientation and Continuing Education

The Chief Financial Officer, General Counsel, Chief Accounting Officer and Company Secretary shall be responsible for providing an orientation for new directors, and for periodically providing materials, briefings and other educational opportunities to permit them to become more familiar with the Company and to enable them to better discharge their duties as directors. Each new director shall, within six months of election to the Board, spend a day at corporate headquarters for personal briefing by senior management on the Company's business, strategic plans, financial statements and key policies and practices.

IV. Self Evaluation

The Board and each of the Audit, Compensation and Nominating & Governance committees conduct a self-evaluation annually to assess whether it and its committees are functioning effectively. The Nominating and Governance Committee will solicit each director for his or her assessments of the effectiveness of the Board and the committees on which he or she serves, and will report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board.

The Nominating and Governance Committee's assessment will focus on the members' contributions (e.g., attendance, preparedness and participation) to the Board and its committees, the Board's contributions to the Company and will identify areas for improvement in the performance of the Board and its committees.

V. Access to Senior Management and Independent Advisors

Board members have full access to senior management and to information about the Company's operations. Independent directors are encouraged to contact senior managers of the Company without senior corporate management present. In addition, the Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors, as they deem necessary and appropriate.