

## DANAHER CORPORATION

### CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

#### 1. Policy Statement

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Danaher Corporation (the "Company") is to discharge the Board's responsibilities relating to compensation of the Company's executive officers, oversee the Company's equity compensation plans, review such other compensation plans or programs as the Committee or Board, as applicable, deem appropriate and perform any other responsibilities delegated to the Committee by the Board. The Committee shall provide the report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

#### 2. Organization and Meetings

a. *Appointments and Removals.* The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion. The Board shall select the Committee chairperson.

b. *Size.* The Committee shall consist of at least two and no more than six members, the exact number to be determined by the Board from time to time.

c. *Qualifications.* Each member of the Committee shall (1) satisfy the independence and other applicable requirements of the New York Stock Exchange listing standards, the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission, as may be in effect from time to time, as determined by the Board, (2) be a "non-employee director" as that term is defined under Rule 16b-3 promulgated under the Exchange Act, and (3) be an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code.

d. *Subcommittees.* The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

e. *Meetings and Consents.* The Committee shall meet at least twice annually, and may also act by unanimous written consent. The chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting necessary or desirable. 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. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee.

f. *Investigations.* The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

g. *Reports to the Board.* The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

h. *Annual Review and Self-Assessment.* The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) conduct and through the Nominating and Governance Committee present to the Board a self-evaluation of the Committee.

### **3. Retention of Advisors**

a. *Authority.* The Committee may, in its sole discretion and subject to compliance with Section 3(c) hereof, retain or obtain the advice of any compensation consultant, legal counsel or other adviser. The Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser that it retains.

b. *Funding.* The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

c. *Consideration of Independence and Conflicts of Interest.* Except with respect to in-house legal counsel and any compensation consultant, legal counsel or other adviser whose role is limited to activities for which no disclosure would be required under Item 407(e)(3)(iii) of the Exchange Act (or any successor provision(s)), the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser only after taking into consideration the following factors, as well as all other factors relevant to that person's independence from Company management:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

### **4. Authority and Responsibilities**

The Committee shall:

*Executive Compensation*

- Review and approve goals and objectives with respect to the compensation of the Chief Executive Officer (“CEO”) and the other executive officers; annually evaluate the performance of the CEO and the other executive officers in light of these goals and objectives and such other factors as the Committee may deem appropriate (with respect to executive officers other than the CEO, taking into account the input of the CEO) and communicate such evaluation to the CEO; and based on this evaluation and such other factors as the Committee may deem appropriate, determine and approve the annual compensation for the CEO and the other executive officers, including without limitation base salary, annual incentive compensation, long-term incentive compensation and any perquisites or other compensation;
- Periodically review and approve as appropriate deferred compensation, severance, change-in-control and other benefits for the executive officers;

#### *Plans*

- Review and make recommendations to the Board with respect to all equity compensation plans, all executive officer incentive compensation plans, and such other compensation plans or programs as the Committee or Board, as applicable, deem appropriate;
- Exercise all authority of the Board (and all responsibilities of the Committee) with respect to the administration of such plans. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company, or a sub-committee of the Committee formed for such purpose, the power to make grants and awards (other than grants and awards to any Company director or any officer subject to Section 16 of the Exchange Act) pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company;
- For incentive plans complying with or intended to comply with Section 162(m) of the Internal Revenue Code, determine the performance goals under which compensation is to be paid and certify whether the performance goals and other material terms have been satisfied;

#### *Disclosure and Annual Meeting-Related Matters*

- Review and discuss with Company management the Compensation Discussion & Analysis (“CD&A”) to be included in the Company’s annual proxy statement and if appropriate recommend to the Board that the CD&A be included in the annual proxy statement;
- Be responsible for the oversight of risks associated with the company’s compensation policies and practices, and in accordance with Item 402(s) of Regulation S-K promulgated under the Exchange Act, annually review whether such policies and practices are reasonably likely to have a material adverse effect on the Company;
- Review the results of any stockholder advisory votes on executive compensation (“say-on-pay votes”), consider whether to recommend adjustments to the Company’s executive compensation policies and practices as a result of such advisory votes, and make recommendations to the Board relating to the recommended frequency of such votes;
- Review shareholder proposals within the scope of the Committee’s responsibilities and management’s proposed response to such proposals;

*Other*

- Review and make recommendations to the Board regarding, and monitor compliance with, the Company's stock ownership guidelines; and
- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.

Nothing in this charter should be construed as precluding discussion of CEO or other executive officer compensation with the Board generally.